

EARTH'S MIGHTIEST HEROES

AVENGERS[®]



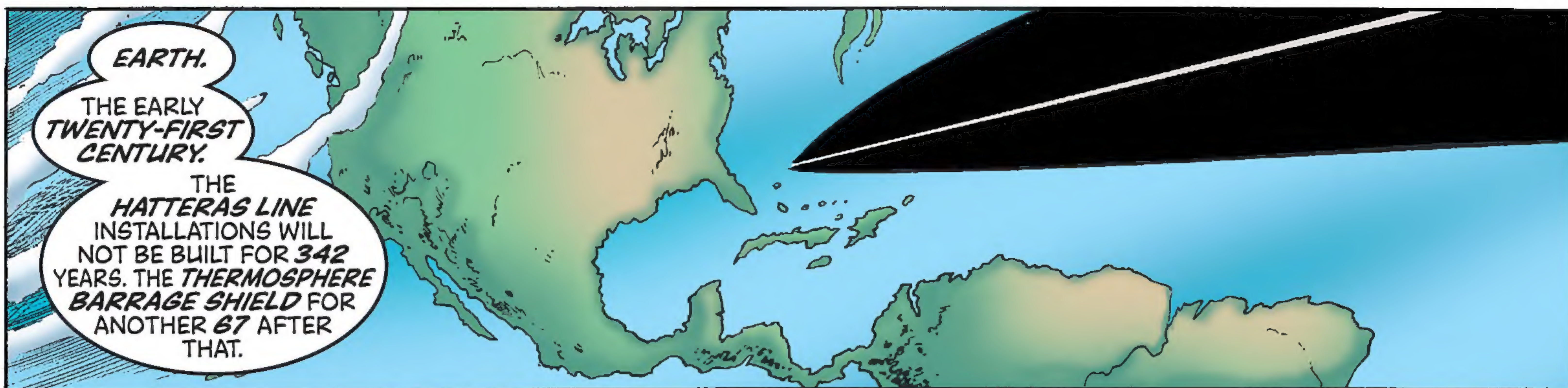
THE KANG DYNASTY

BUSIEK • DAVIS • DWYER

MARVEL

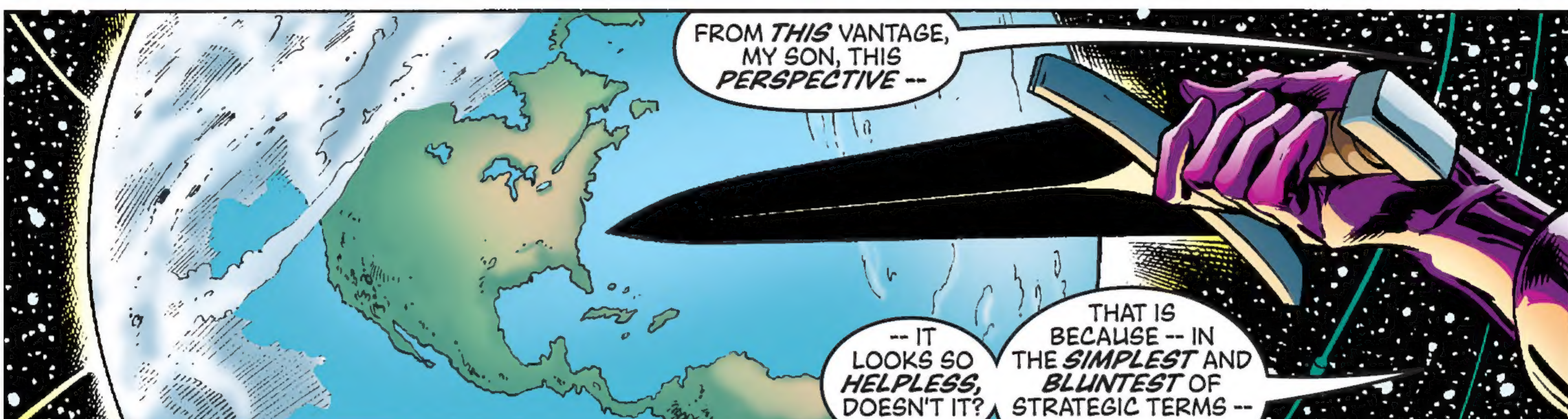
EARTH'S MIGHTIEST HEROES **AVENGERS**

THE KANG DYNASTY BUSIEK • DAVIS • DWYER



EARTH.
THE EARLY
TWENTY-FIRST
CENTURY.

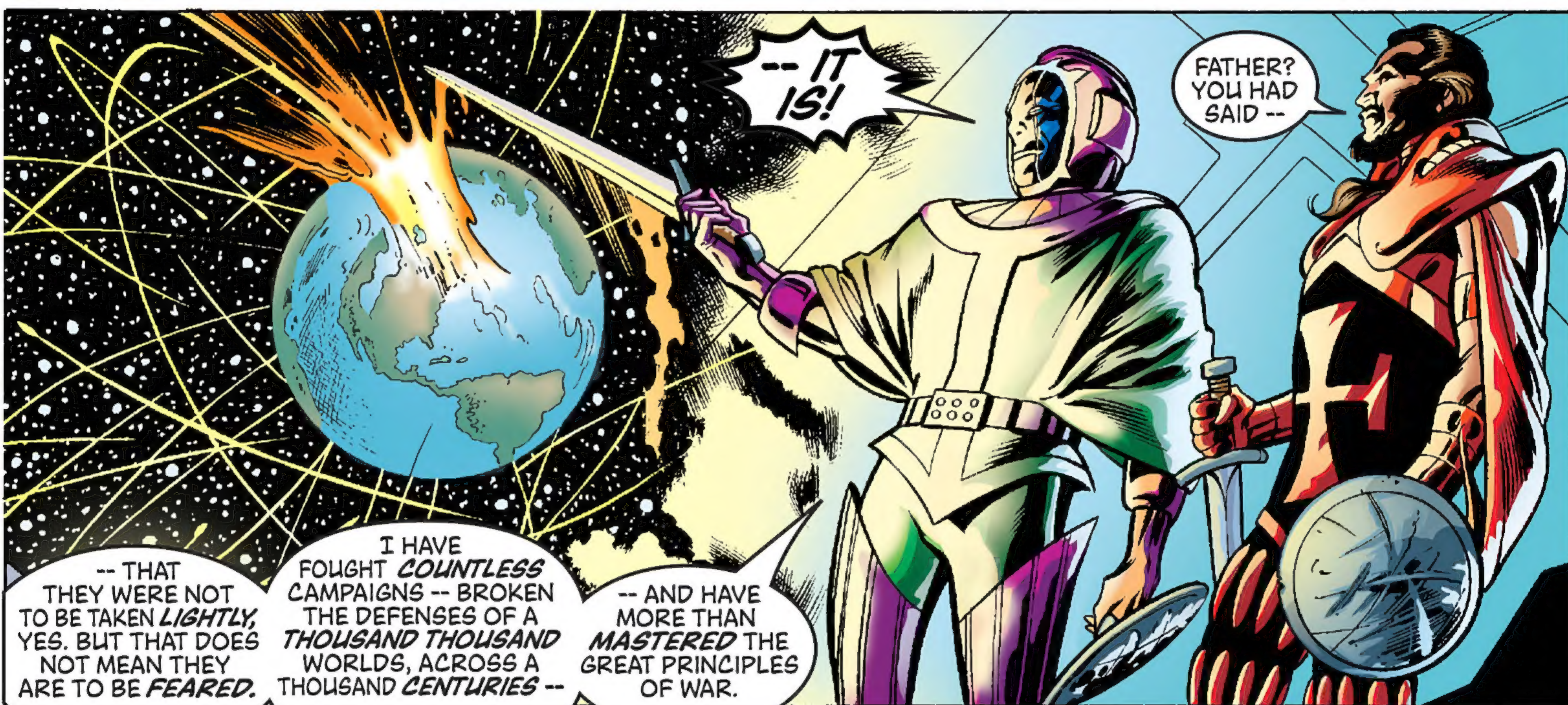
THE
HATTERAS LINE
INSTALLATIONS WILL
NOT BE BUILT FOR 342
YEARS. THE THERMOSPHERE
BARRAGE SHIELD FOR
ANOTHER 67 AFTER
THAT.



FROM *THIS* VANTAGE,
MY SON, THIS
PERSPECTIVE --

-- IT
LOOKS SO
HELPLESS,
DOESN'T IT?

THAT IS
BECAUSE -- IN
THE *SIMPLEST* AND
BLUNTEST OF
STRATEGIC TERMS --



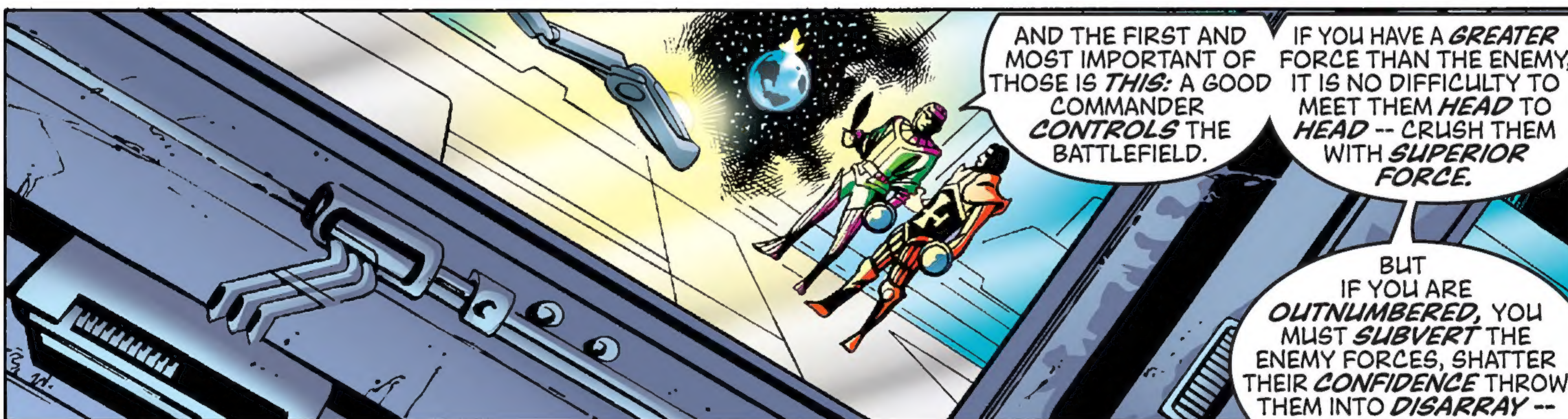
-- IT
IS!

FATHER?
YOU HAD
SAID --

-- THAT
THEY WERE NOT
TO BE TAKEN *LIGHTLY*,
YES. BUT THAT DOES
NOT MEAN THEY
ARE TO BE *FEARED*.

I HAVE
FOUGHT *COUNTLESS*
CAMPAIGNS -- BROKEN
THE DEFENSES OF A
THOUSAND THOUSAND
WORLDS, ACROSS A
THOUSAND *CENTURIES* --

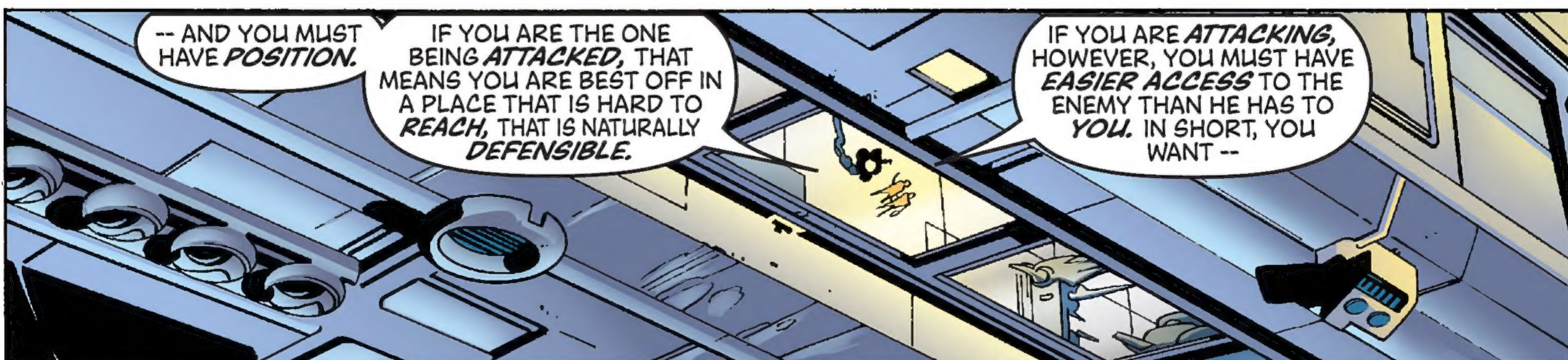
-- AND HAVE
MORE THAN
MASTERED THE
GREAT PRINCIPLES
OF WAR.



AND THE FIRST AND
MOST IMPORTANT OF
THOSE IS *THIS*: A GOOD
COMMANDER
CONTROLS THE
BATTLEFIELD.

IF YOU HAVE A *GREATER*
FORCE THAN THE ENEMY,
IT IS NO DIFFICULTY TO
MEET THEM *HEAD TO*
HEAD -- CRUSH THEM
WITH *SUPERIOR*
FORCE.

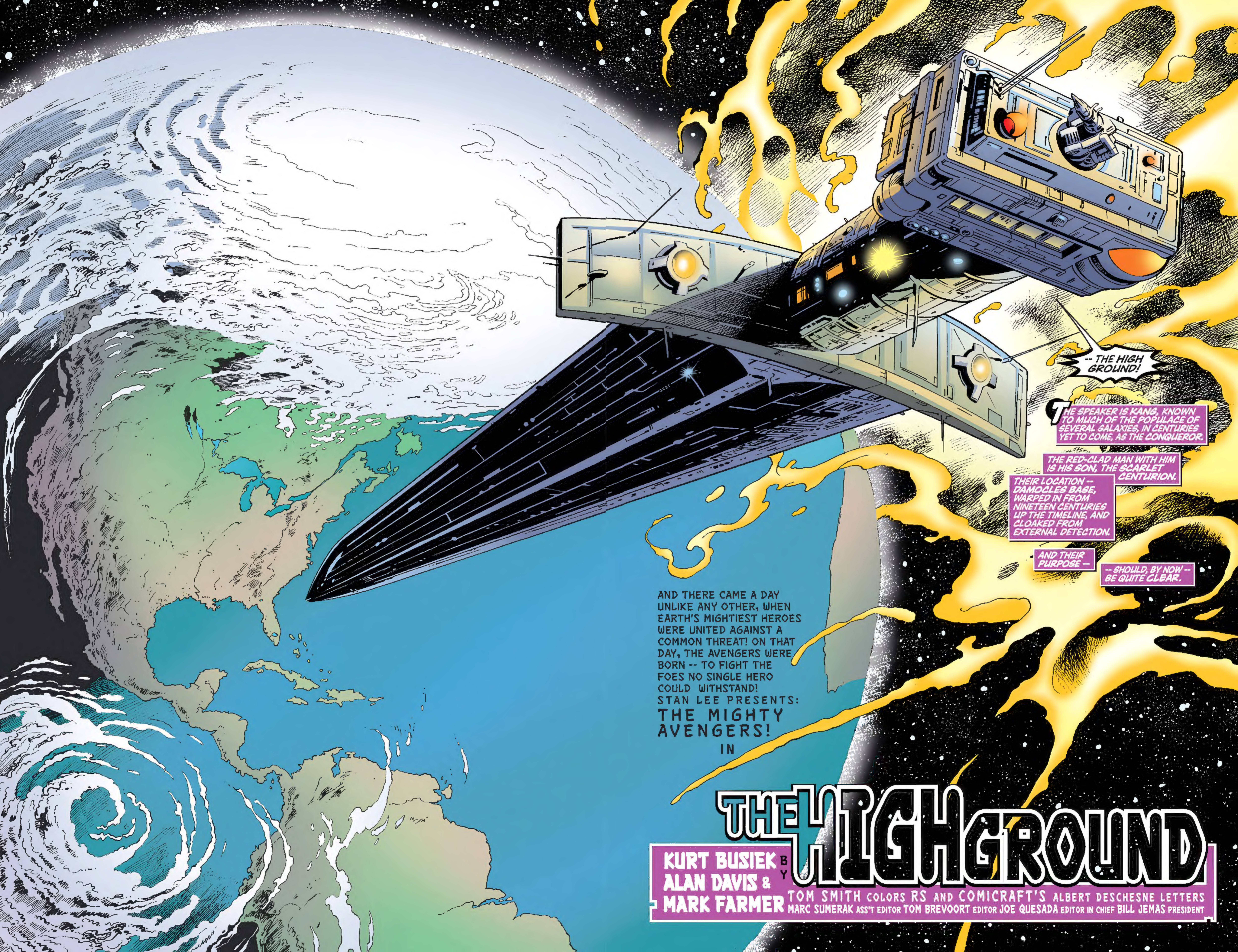
BUT
IF YOU ARE
OUTNUMBERED, YOU
MUST *SUBVERT* THE
ENEMY FORCES, SHATTER
THEIR *CONFIDENCE* THROW
THEM INTO *DISARRAY* --



-- AND YOU MUST
HAVE *POSITION*.

IF YOU ARE THE ONE
BEING *ATTACKED*, THAT
MEANS YOU ARE BEST OFF IN
A PLACE THAT IS HARD TO
REACH, THAT IS NATURALLY
DEFENSIBLE.

IF YOU ARE *ATTACKING*,
HOWEVER, YOU MUST HAVE
EASIER ACCESS TO THE
ENEMY THAN HE HAS TO
YOU. IN SHORT, YOU
WANT --



-- THE HIGH
GROUND!

THE SPEAKER IS KANG, KNOWN
TO MUCH OF THE POPULACE OF
SEVERAL GALAXIES, IN CENTURIES
YET TO COME, AS THE CONQUEROR.

THE RED-CLAD MAN WITH HIM
IS HIS SON, THE SCARLET
CENTURION.

THEIR LOCATION --
DAMOCLES BASE,
WARPED IN FROM
NINETEEN CENTURIES
UP THE TIMELINE, AND
CLOAKED FROM
EXTERNAL DETECTION.

AND THEIR
PURPOSE --

-- SHOULD, BY NOW --
BE QUITE CLEAR.

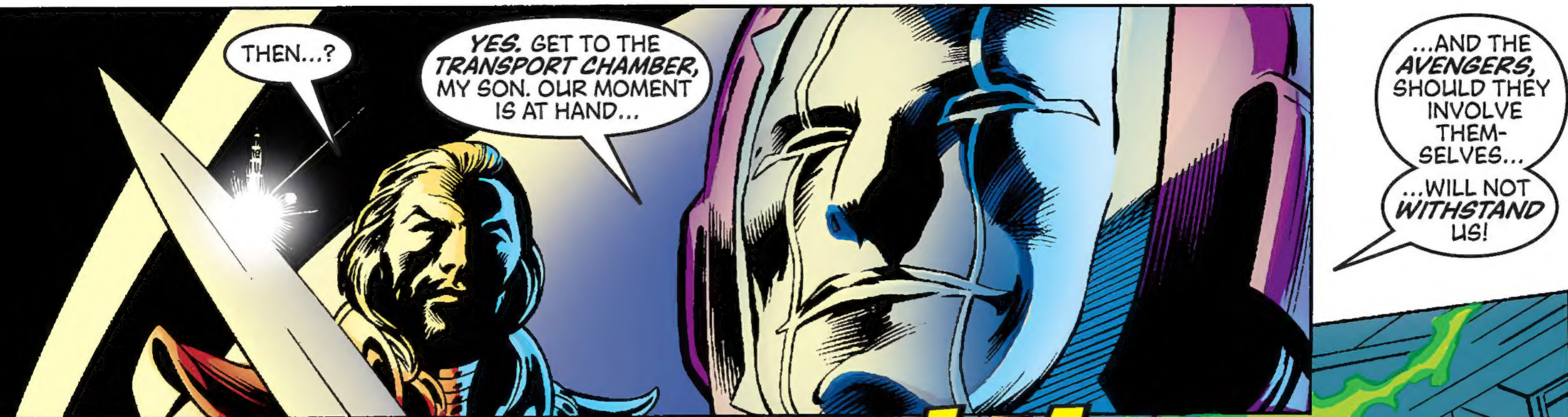
AND THERE CAME A DAY
UNLIKE ANY OTHER, WHEN
EARTH'S MIGHTIEST HEROES
WERE UNITED AGAINST A
COMMON THREAT! ON THAT
DAY, THE AVENGERS WERE
BORN -- TO FIGHT THE
FOES NO SINGLE HERO
COULD WITHSTAND!
STAN LEE PRESENTS:
THE MIGHTY
AVENGERS!

IN

THE HIGHGROUND

KURT BUSIEK BY
ALAN DAVIS &
MARK FARMER

TOM SMITH COLORS RS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
MARC SUMERAK ASS'T EDITOR TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



THEN...?

YES. GET TO THE
TRANSPORT CHAMBER,
MY SON. OUR MOMENT
IS AT HAND...

...AND THE
AVENGERS,
SHOULD THEY
INVOLVE
THEM-
SELVES...
...WILL NOT
WITHSTAND
US!

AVENGERS MANSION. THE COMBAT
SIMULATION ROOM. ■

NNAH!

SHAMM



VERY
GOOD,
WARBIRD!

THE
BATTROIDS
ARE REGISTERING
44-TON
IMPACTS!

NOT
GOOD
ENOUGH,
GOLIATH!

WITH ALL
THE ACTION WE'VE
SEEN RECENTLY --
AND OUR NEW INCREASED
VIGILANCE -- I'VE GOT
TO KNOW MY POWERS'
CURRENT LIMITS!

HER NAME IS CAROL DANVERS. ONCE,
SHE CHANNLED THE POWER OF A
STAR.

THAT LINK HAS BEEN SEVERED,
HOWEVER -- HER POWER IS NO
LONGER LIMITLESS. SHE MUST
ADJUST TO NEW CIRCUMSTANCES,
NEW CONCERNS --



WHOA!

NICE
EVASIVE
ACTION, CAROL!
YOU'RE --

-- WAIT! THE
CORUSCI-BARS!
YOU'RE HEADED
RIGHT FOR --!

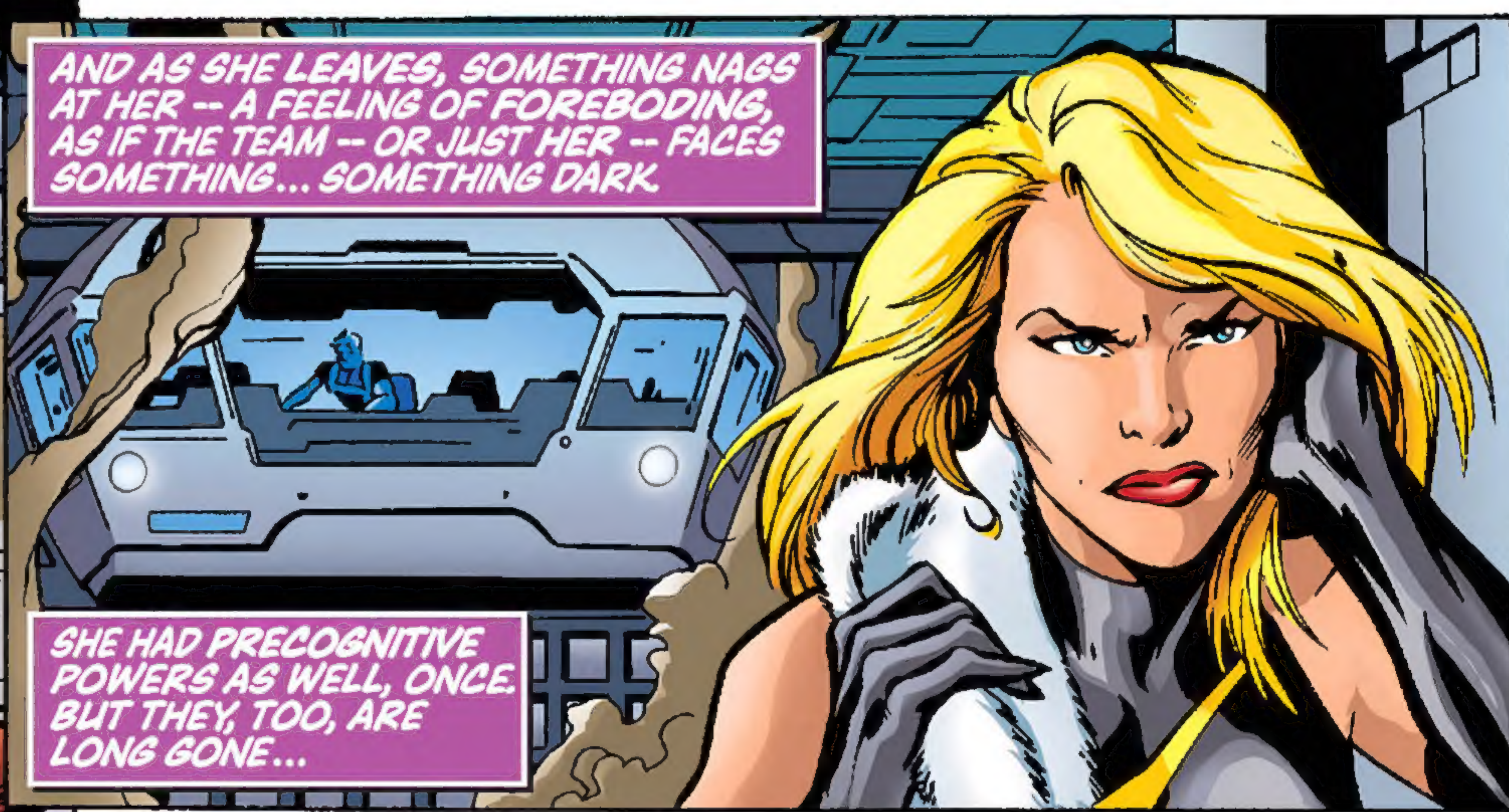
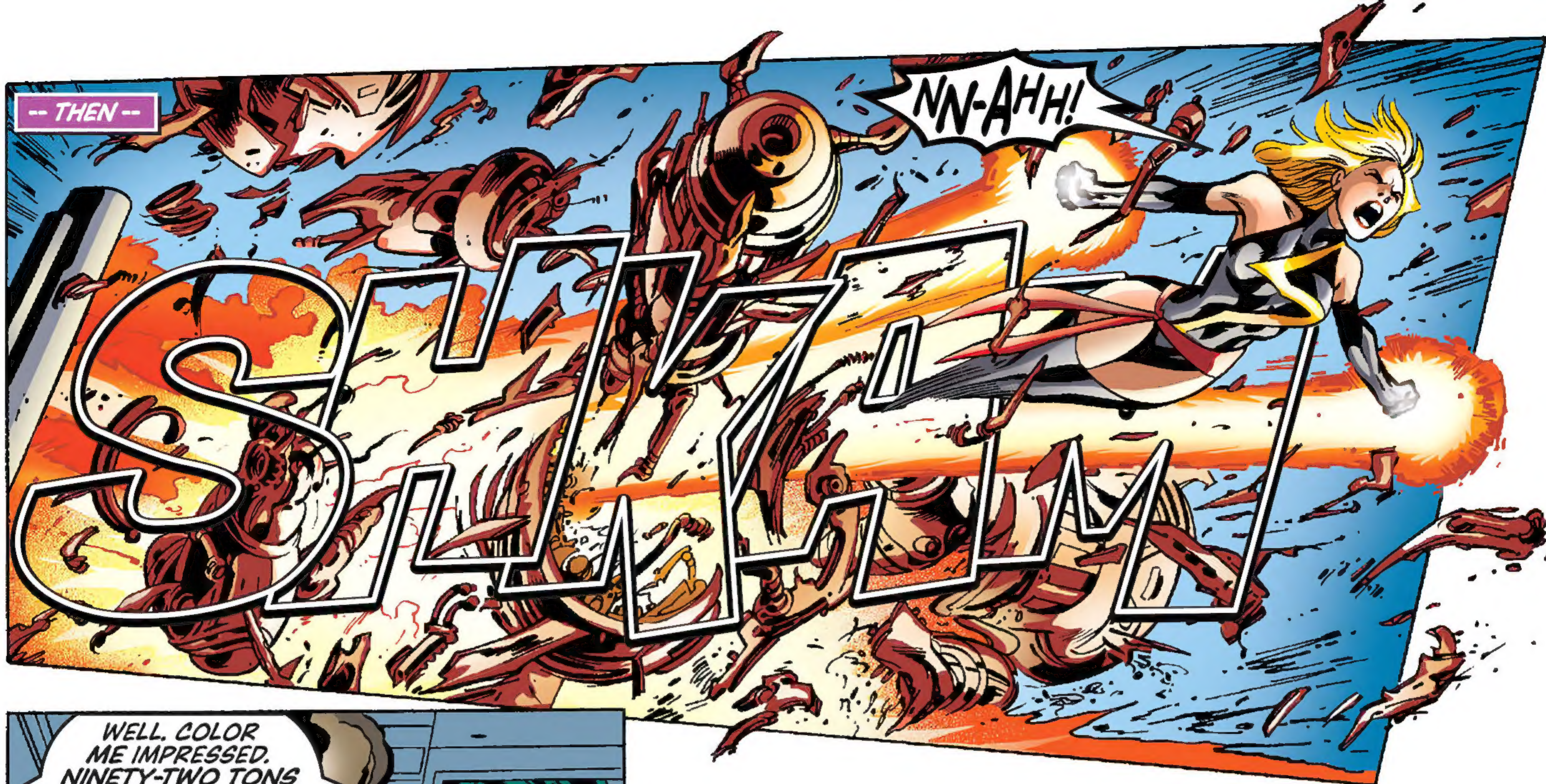
I KNOW,
DOC! BELIEVE
ME --

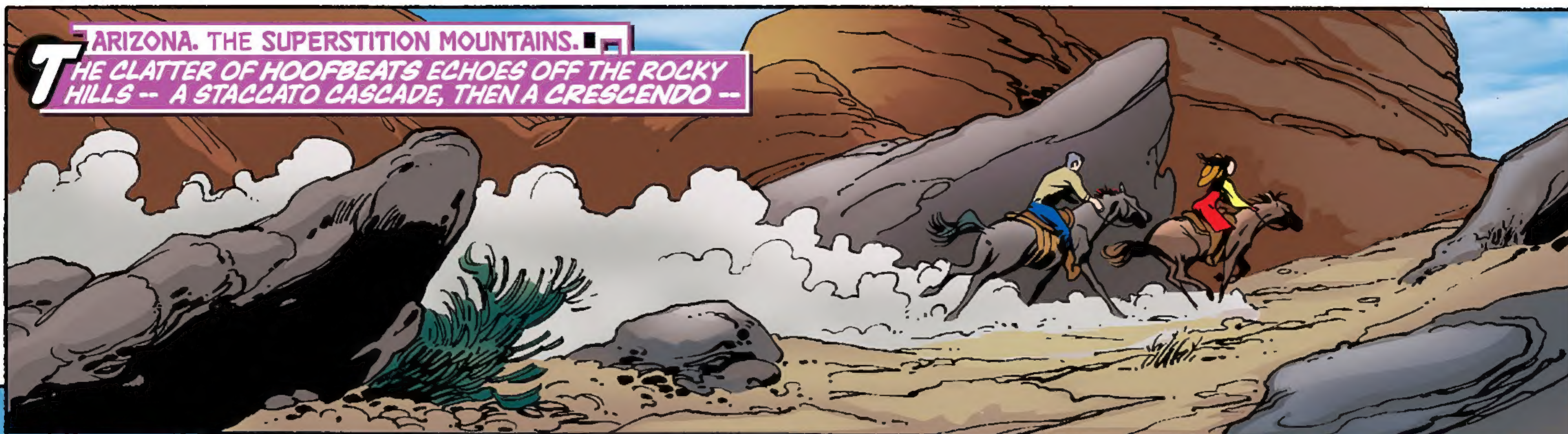
KRANK

KN-N-OOM!

-- AND NEW
STRATEGIES.

FOR FOUR SECONDS,
SHE SHUDDERS IN
THE MIDST OF THE
SEETHING ENERGY --





ARIZONA. THE SUPERSTITION MOUNTAINS.
THE CLATTER OF HOOFBEATS ECHOES OFF THE ROCKY HILLS -- A STACCATO CASCADE, THEN A CRESCENDO --

-- THEN --

WHOA! YOU'RE A FANTASTIC RIDER, WANDA! YOU NEVER TOLD ME...!

I GREW UP OUT-OF-DOORS, SIMON -- WITH THE TRANSIAN GYPSIES! I LEARNED TO RIDE ALMOST AS SOON AS I COULD WALK!

BUT SINCE COMING TO AMERICA, I'VE BEEN A REAL CITY GIRL -- I HAVEN'T GOTTEN BACK TO THIS SORT OF THING ANYWHERE NEAR OFTEN ENOUGH!

THANKS SO MUCH FOR SUGGESTING THIS -- A BREAK FROM THE INTENSITY OF AVENGERS MANSION WAS JUST WHAT I NEEDED!



I'M... I'M GLAD.

BUT WANDA... THERE'S SOMETHING I WANT TO TALK TO YOU ABOUT.



SECOND CHANCES -- THE FOUNDATION I SET UP WITH MY OLD VIDEO PROFITS -- THEY WANT ME TO DO SOME NEW PROJECTS, SOME FUND-RAISING --

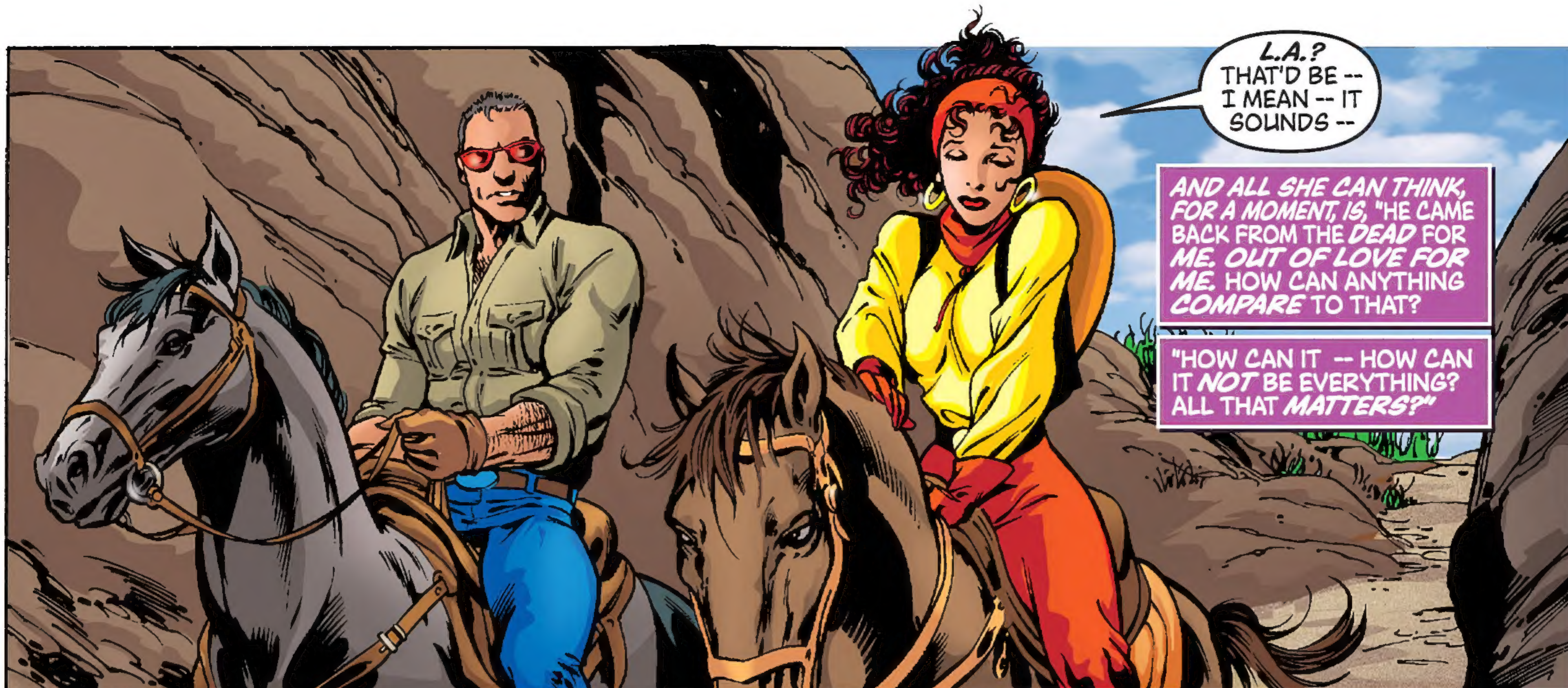
-- THEY WANT ME TAKING A MORE ACTIVE HAND, HELPING THEM HELP PEOPLE.

MY AGENT THINKS IT'S A GOOD IDEA, TOO.

THAT'S GREAT -- YOU'VE BEEN WANTING SOMETHING YOU COULD SINK YOUR TEETH INTO, TO REESTABLISH YOUR LIFE. WHAT'S THE CATCH?



I'D HAVE TO RELOCATE. TO L.A. WANDA... ...DO YOU WANT TO COME WITH ME?



L.A.? THAT'D BE -- I MEAN -- IT SOUNDS --

AND ALL SHE CAN THINK, FOR A MOMENT, IS, "HE CAME BACK FROM THE DEAD FOR ME. OUT OF LOVE FOR ME. HOW CAN ANYTHING COMPARE TO THAT?"

"HOW CAN IT -- HOW CAN IT NOT BE EVERYTHING? ALL THAT MATTERS?"



I UNDERSTAND, WANDA. THIS WEEKEND'S A WELCOME BREAK, BUT YOU LIKE BEING AN AVENGER, BEING DEPUTY CHAIR. YOUR PLACE IS THERE --

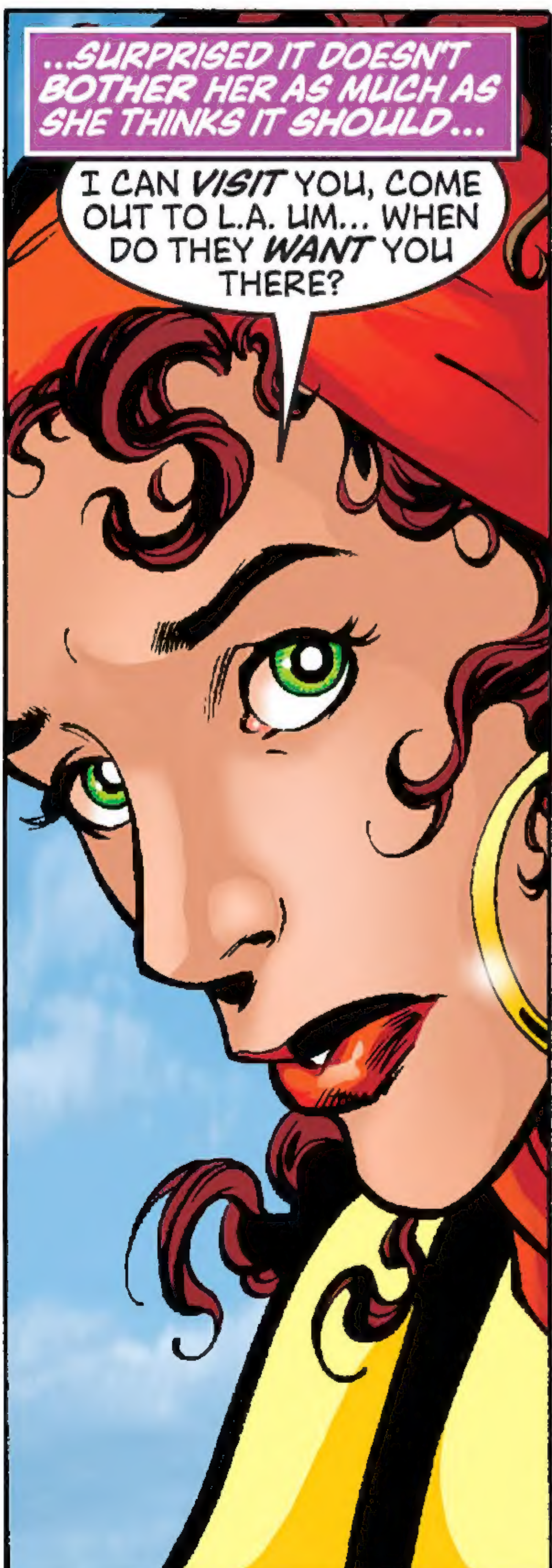
-- AND I CAN'T ASK YOU TO LEAVE. I CAN SAY NO -- I DON'T HAVE TO GO...

SIMON, NO! YOU CAN'T -- CAN'T SHUT YOUR OWN LIFE DOWN FOR ME! YOU'VE GOT TO DO WHAT'S BEST FOR YOU, WHAT'LL MAKE YOU HAPPY...

THEY BOTH KNOW THIS WILL CHANGE THINGS ENORMOUSLY. THEIR RELATIONSHIP HAS BEEN A PHYSICAL ONE, FULL OF CONTACT, OF PASSION, OF TOUCH.

THEY ARE COMFORTABLE TOGETHER, BUT NOT TALKERS, NOT WITH EACH OTHER. A LONG-DISTANCE RELATIONSHIP... IT WOULD BE DIFFICULT.

BUT EVEN AS SHE BRINGS UP THE IDEA OF SEPARATION, SHE IS SURPRISED...



...SURPRISED IT DOESN'T BOTHER HER AS MUCH AS SHE THINKS IT SHOULD...

I CAN VISIT YOU, COME OUT TO L.A. UM... WHEN DO THEY WANT YOU THERE?



AS SOON AS POSSIBLE. I COULD FLY OUT DIRECT FROM HERE.



AND HE TOO WONDERS... WONDERS WHY THIS ISN'T HARDER.

I'LL... I'LL DO THAT, THEN...



AND AS ONE PAIR OF AVENGERS PONDER WHERE THEY'RE GOING...

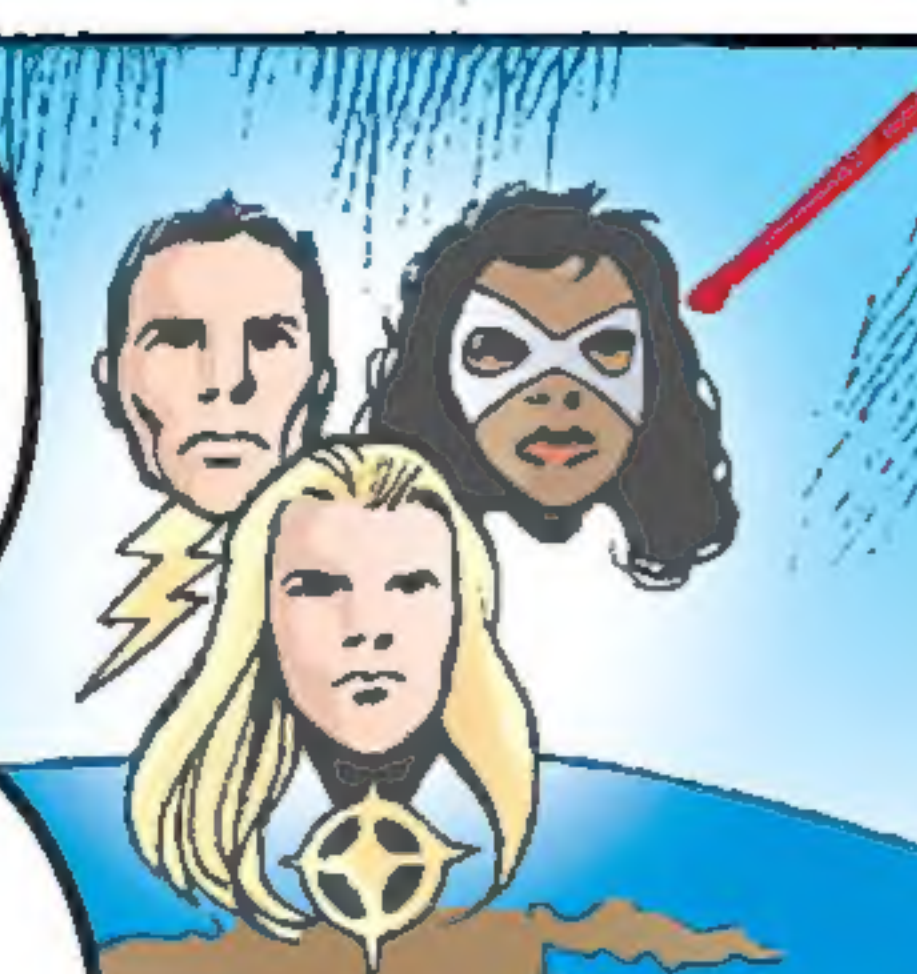
LOCATION SIGNALS ARE WORKING JUST FINE...

WONDER MAN, SCARLET WITCH
STATUS: WEEKEND LEAVE
LOCATION: NEAR PHOENIX



...WE CAN PINPOINT ANY AVENGER WE CHOOSE, GETTING GOOD DATA, TOO...

...THE WIDOW'S GOT LEADS ON TEMPEST, AND THANKS TO JACK, WE'VE GOT MORE ON THE HIGH EVOLUTIONARY THAN...



LIVING LIGHTNING, PHOTON, QUASAR
STATUS: MONITOR SQUAD
LOCATION: ASTEROID BASE.



BLACK WIDOW
STATUS: SPECIAL MISSION
LOCATION: YANGUAN

YOU'RE DUCKING THE SUBJECT, TONY.



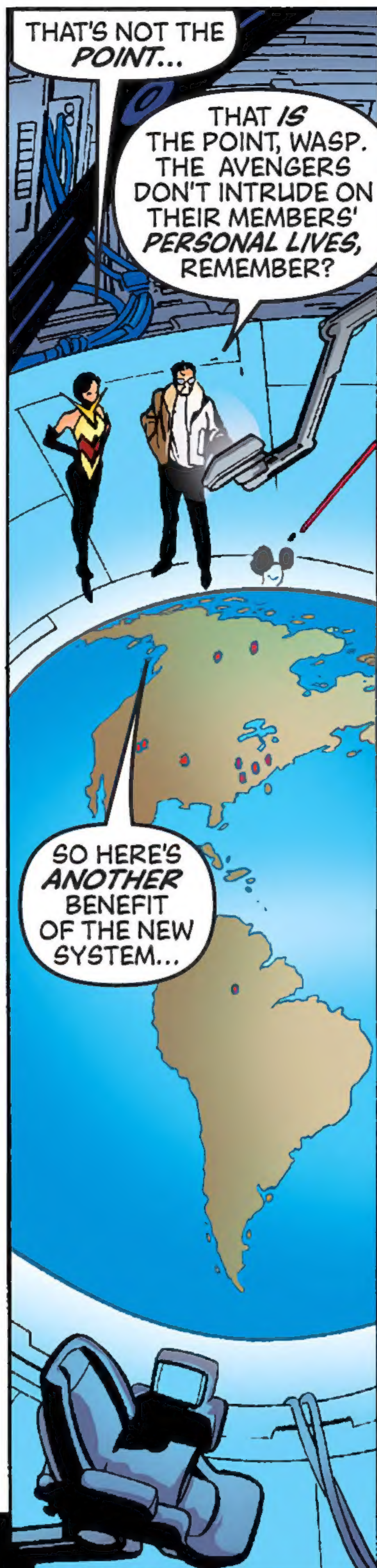
JACK OF HEARTS
STATUS: SPECIAL MISSION
LOCATION: SAVAGELAND



YOU GAVE YOUR *PERSONAL FORTUNE* TO THE MARIA STARK FOUNDATION, YOU'VE PRACTICALLY GONE INTO *SECLUSION*... WHAT'S GOING ON?

NOTHING TO WORRY ABOUT, JAN.

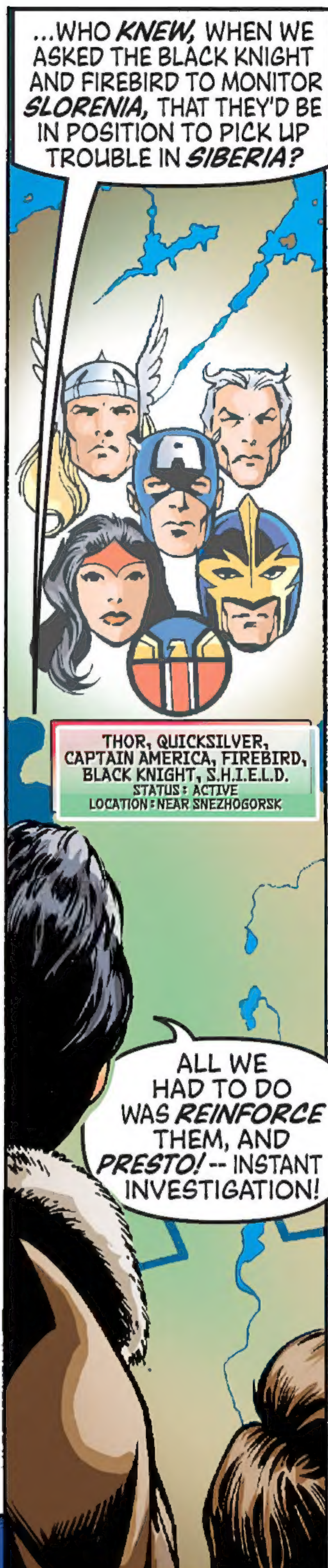
THE AVENGERS ARE FULLY FUNDED, AND IRON MAN'S STILL AN ACTIVE MEMBER -- SO IT DOESN'T IMPACT ON THE TEAM.



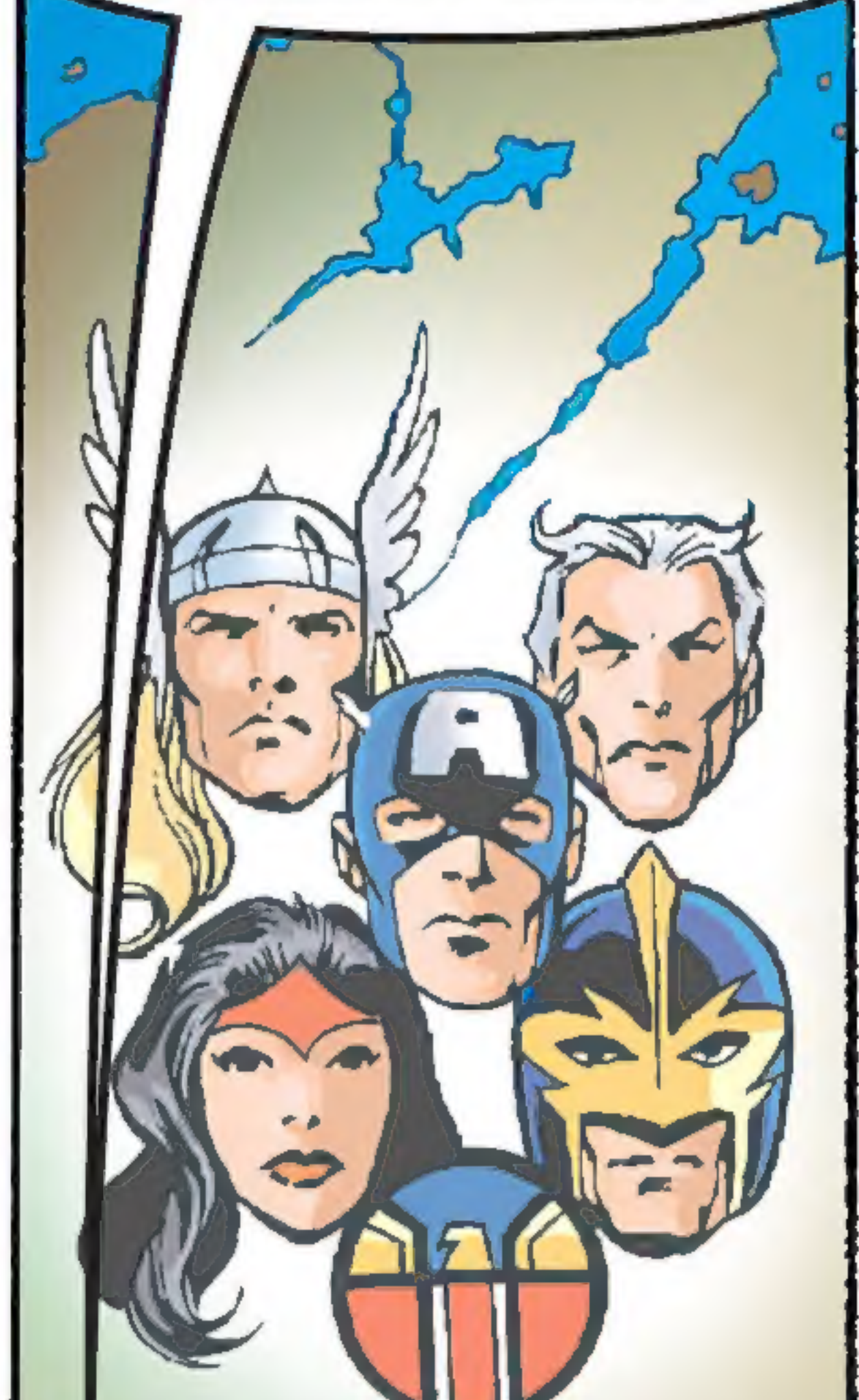
THAT'S NOT THE POINT...

THAT IS THE POINT, WASP. THE AVENGERS DON'T INTRUDE ON THEIR MEMBERS' *PERSONAL LIVES*, REMEMBER?

SO HERE'S ANOTHER BENEFIT OF THE NEW SYSTEM...



...WHO *KNEW*, WHEN WE ASKED THE BLACK KNIGHT AND FIREBIRD TO MONITOR *SLORENIA*, THAT THEY'D BE IN POSITION TO PICK UP TROUBLE IN *SIBERIA*?



THOR, QUICKSILVER, CAPTAIN AMERICA, FIREBIRD, BLACK KNIGHT, S.H.I.E.L.D.
STATUS: ACTIVE
LOCATION: NEAR SNEZHOGORSK

ALL WE HAD TO DO WAS REINFORCE THEM, AND PRESTO! -- INSTANT INVESTIGATION!



"I WONDER HOW THEY'RE DOING...?"

VISIBILITY DROPPING FAST...

SOME SORT OF UNNATURAL HEAT -- TURNING THE ICE AND SNOW TO FOG...

SWITCHING TO V.R. SENSOR DISPLAY...

NEW YORK:



BLASTED BUREAUCRATS... THINK I'D'VE EARNED BETTER BY NOW...
...POLICY... FILES... FORMAL REQUESTS...



SIR? TRIATHLON? IS SOMETHING AMISS?

LUNCH WILL BE SERVED SOON...

SORRY, JARVIS -- I JUST *SNACK* WHEN I'M TORQUED OFF.

I'VE BEEN LOOKIN' INTO THIS WHOLE THING WHERE THAT *OLD GUY* WHO USED TO BE THE *3-D MAN* DISAPPEARED --

-- RIGHT AROUND WHEN THE *TRIUNE UNDERSTANDING* STARTED UP --



-- AN' *THEY* WOUND UP GIVIN' *ME* POWERS ALMOST THE SAME AS *HIS*.

BUT I'M GETTING *NOWHERE* -- CAN'T GET ANY *STRAIGHT ANSWERS*.

IT'S NOT LIKE ANYONE'S *DUCKIN'* ME, I THINK -- BUT IT'S JUST MAKIN' ME *NUTS!*



PERHAPS YOU MIGHT ASK THE AVENGERS FOR *ASSISTANCE* IN INVESTIGATING -- THE TEAM *DOES* AID ITS MEMBERS IN THIS SORT OF THING...

I *DUNNO*.
MAYBE IF I WAS *SOMEONE ELSE*, Y'KNOW?

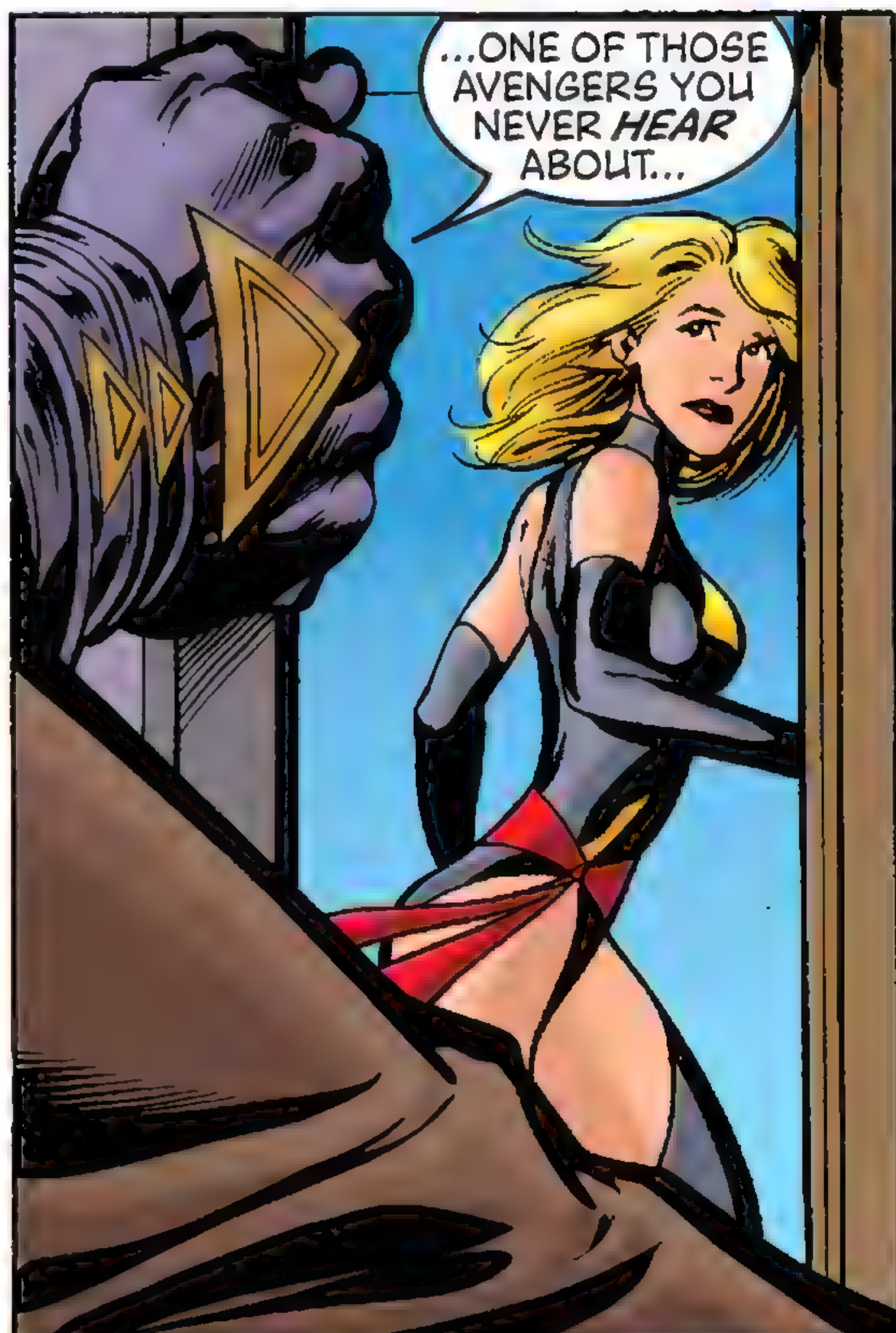


BUT THE TEAM'S PRETTY *TIGHT* WITH EACH OTHER, AN' ME, I'M AN *OUTSIDER*.

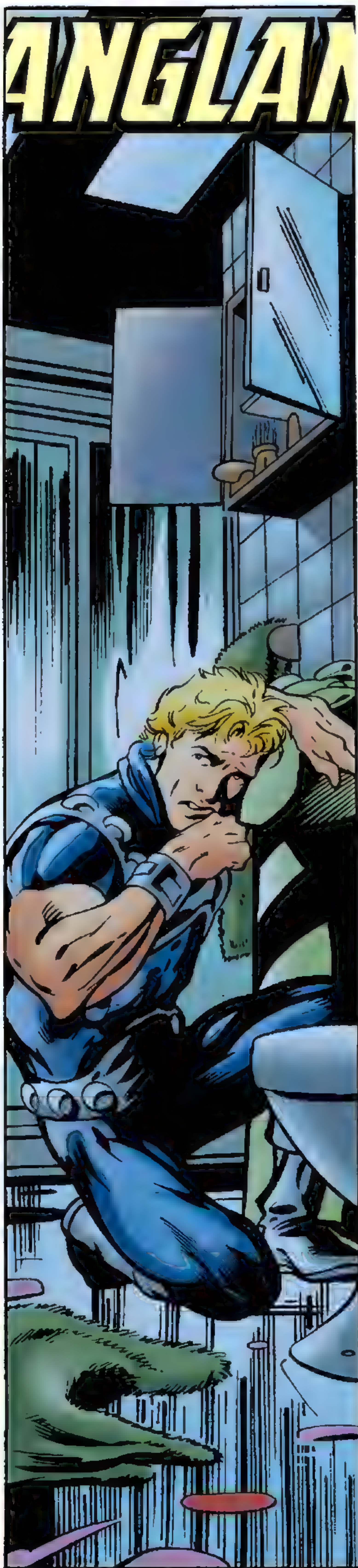
I *RUFFLED FEATHERS* WHEN I JOINED, AN' I NEVER *CLICKED* WITH THE REST OF 'EM -- OH, MAYBE THE *SHE-HULK*, BUT SHE'S GONE.

NEVER MIND THAT THEY BEEN *SURE* THE *TRIUNES* ARE DIRTY FROM THE START, WHICH MAKES IT *AWKWARD* -- BUT I JUST DON'T *FIT*, Y'KNOW?

WHEN IT ALL *SHAKES OUT*, I'M GONNA WIND UP LIKE *MANTIS*, *RAGE* OR *DEATHCRY*...



...ONE OF THOSE AVENGERS YOU NEVER *HEAR* ABOUT...



UNITED NATIONS
PLAZA: ■

HEAR ME,
PEOPLE OF THIS
ERA!

I AM THE
**SCARLET
CENTURION** --

AND I HAVE COME TO YOU
AS AN *ENVOY*, FROM ONE
GREATER THAN SUCH AS
YOU CAN EVER *DREAM*
OF BECOMING!

MY LORD
COMES TO
ADDRESS YOUR
LEADERS --

WHAT
IN -- ?

JUST
POPPED OUT
OF

-- SO
YOU MUST *MAKE
WAY* -- MAKE WAY,
AND PREPARE TO
WELCOME
HIM!

N-NOT A *CHANCE*,
BUSTER!

I DON'T KNOW HOW YOU
PULLED THAT STUNT, FRIEND --
BUT THERE'S NO WAY A *STICK*
AND A *FUNNY HAT* ARE
GETTING YOU
INTO THE --

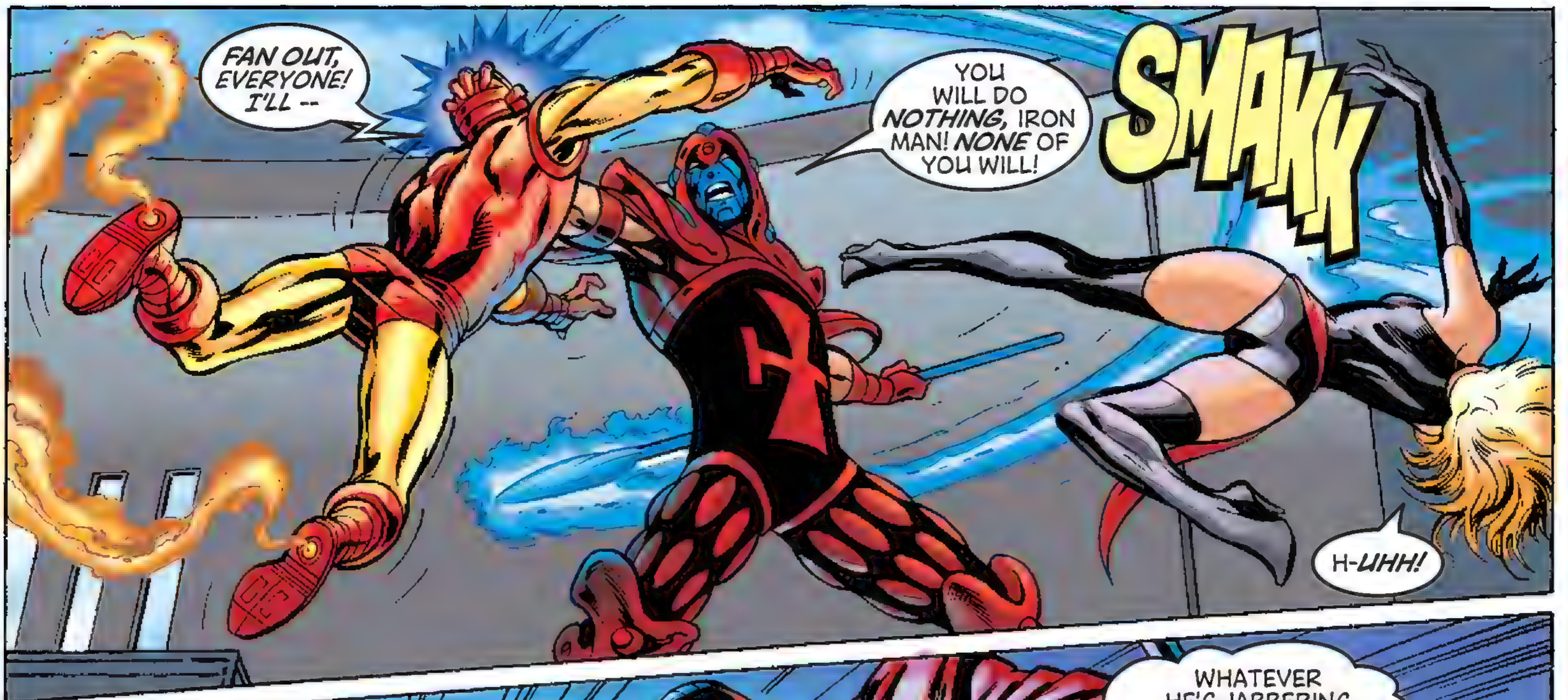
YOU
DENY
ME?

I ADVISE YOU TO
*CHANGE YOUR
TUNE* --

OR *SUFFER THE
CONSEQUENCES!*

AND
WE ADVISE
YOU --





-- I SHALL
END THIS
BY --

BY REACHING
INTO ME INTANGIBLY
AND **SOLIDIFYING**
PARTIALLY, DELIVERING
A **BIO-SHOCK** THAT'LL
STUN ME? I THINK
NOT, VISION!

NOT WHILE MY
ARMOR IS SUFFUSED
WITH AN **ENERGY-FIELD**
YOU CANNOT PASS
THROUGH --

-- AND
NOT WHILE
MY STANDARD
IS **SIMILARLY**
CHARGED!

UHHH!

SWAKK

ENOUGH!

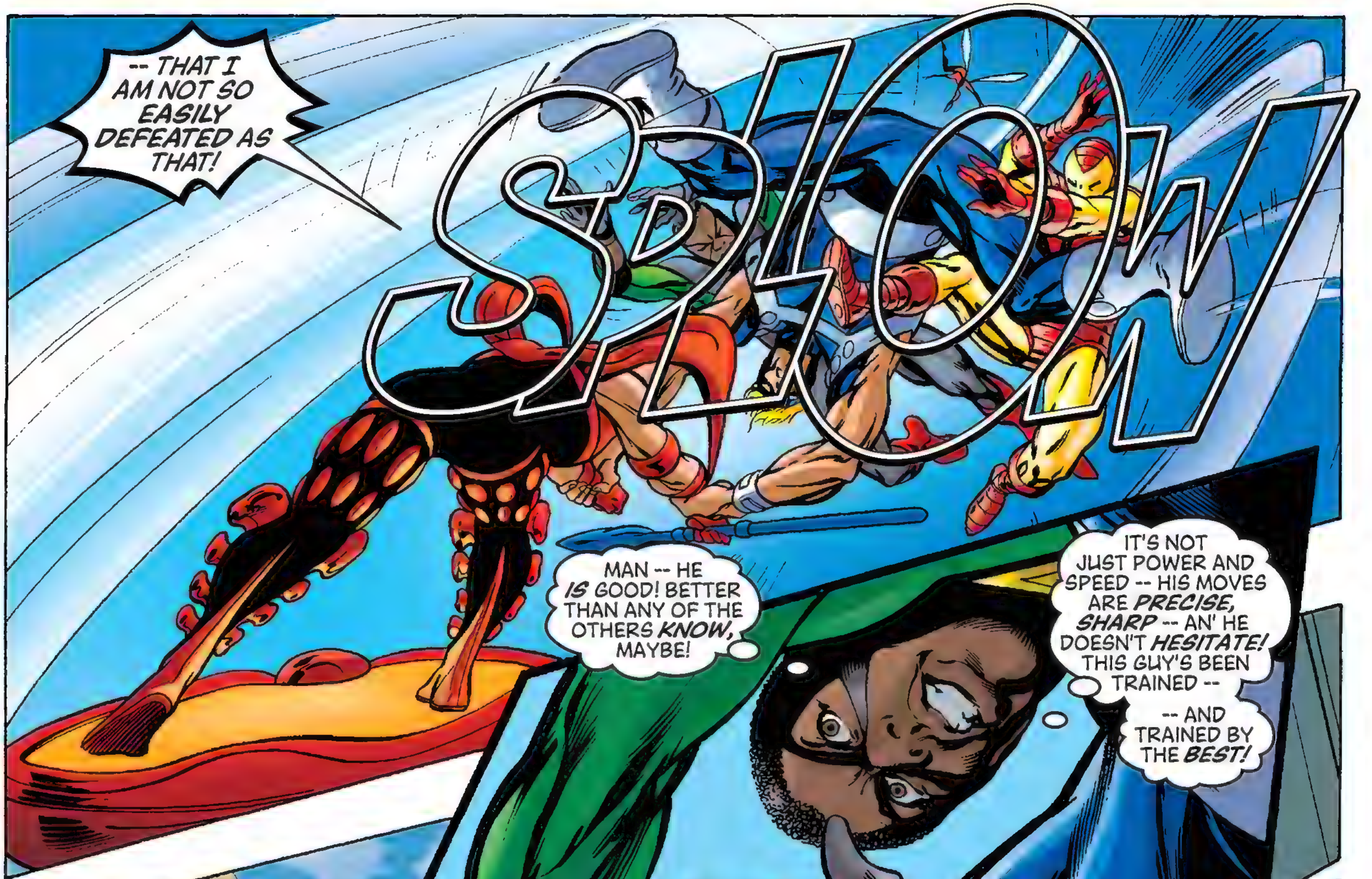
ZAK
ZAK
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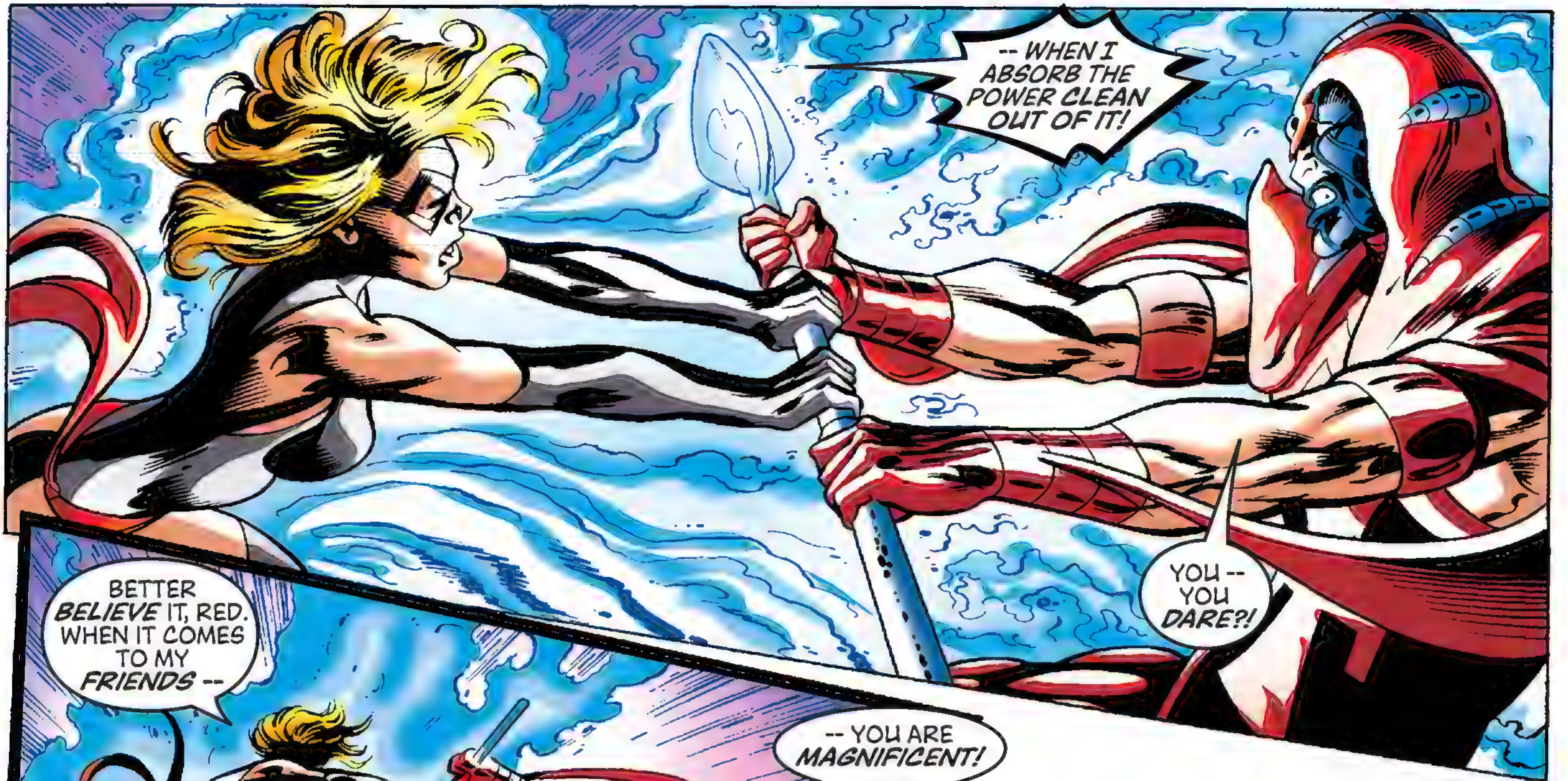
YOU'RE GOOD,
"SCARLET CENTURION,"
BUT WE'VE GOT YOUR
MEASURE NOW --

-- AND
WE'RE THE
AVENGERS!

I WANT
A **COORDINATED**
ASSAULT! GOLIATH,
IMMOBILIZE HIM!
TRIATHLON -- GET HIS
WEAPON! IRON
MAN --

I THINK
YOU WILL **FIND**,
MADAME
WASP --





-- WHEN I
ABSORB THE
POWER CLEAN
OUT OF IT!

YOU --
YOU
DARE?!

BETTER
BELIEVE IT, RED.
WHEN IT COMES
TO MY
FRIENDS --

-- YOU ARE
MAGNIFICENT!
YOUR
DEFIANCE, YOUR
DETERMINATION --
YOUR *BEAUTY* -- I
HAVE NEVER SEEN
THE LIKE!

PERHAPS,
WHEN HOSTILITIES
ARE OVER, WE WILL
BE ABLE TO MEET UNDER
LESS FRACTIONOUS
CIRCUMSTANCES...



-- I DARE
PLENTY!

YOU --
-- YOU --

WH-WHAT--?



THAT --
THAT
VOICE --!



HM?
WHY DO
YOU --
MMPH!

GOTCHA,
CENTURION!

GOTTA
WATCH OUT FOR
THOSE BIG *BLUE EYES*,
GUY -- THEY'LL THROW
YOU OFF YOUR GAME
EVERY TIME!



YOU?

GHEEAAKHH!

A SURFACE
CHARGE ON MY
ARMOR WILL DEAL WITH
YOU -- YOU ARE NOTHING.
YOU CANNOT HOPE TO
PREVAIL.

M-M-MAYBE
NOT, P-PAL! B-BUT IT'S
N-NEVER BEEN AB-ABOUT
WHAT ONE G-GUY DOES --
BUT AB-ABOUT THE
FI-FINAL SCORE!

WH-WHILE
HE CAN'T S-SEE,
AVENGERS --
G-G-GET HIM!

WE'RE
ON IT! NICE
WORK,
TRIATHLON!

HUUUUH!

HE
WON'T BE
USING THIS
AGAIN...!

NO,
WARBIRD --
-- HE
WON'T!

CEASE!

BUT AS THE AVENGERS MOVE
TO SECURE THEIR FOE...

HM?

WHO -- ?

IRON

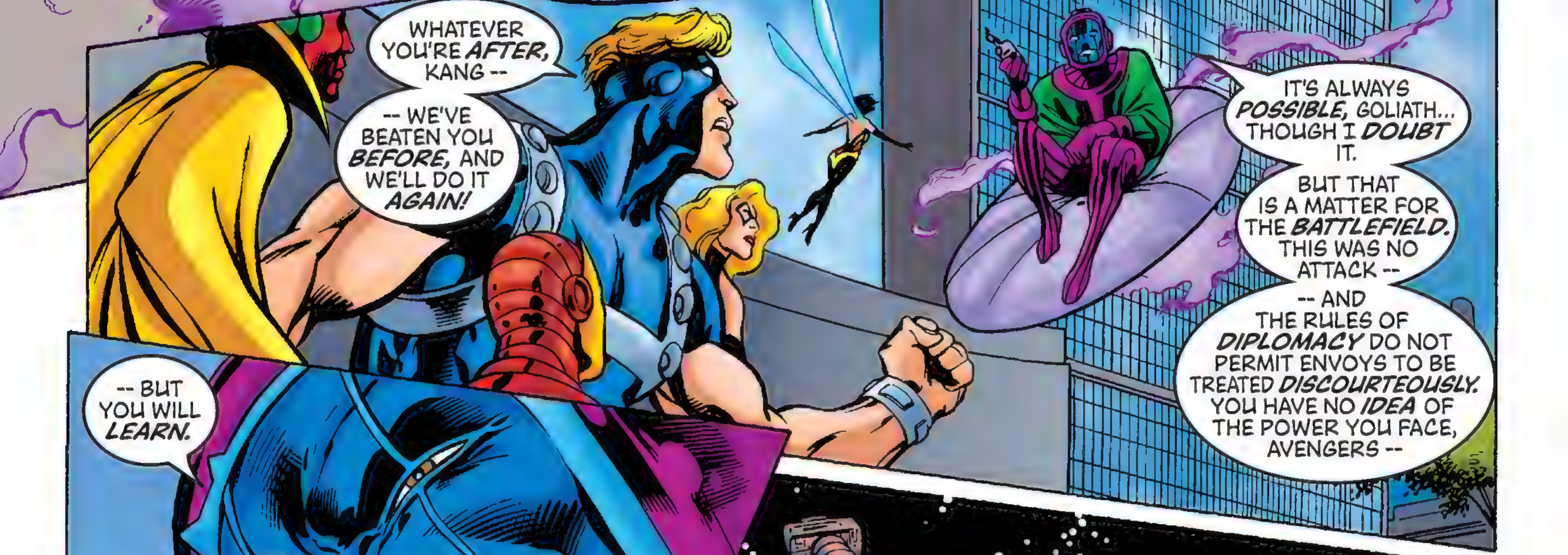


MY SON
SEEMS TO HAVE...
**OVERSTEPPED HIS
BOUNDS, AVENGERS.
FORGIVE HIM.**

KANG?!

**YOUR...
SON...?**

NEVERTHELESS,
HE *DID* COME ON A
PEACEFUL MISSION,
AS MY *EMISSARY* --
AND HE HAS BEEN
TREATED
ABOMINABLY.
THIS IS
UNACCEPTABLE.



WHATEVER
YOU'RE AFTER,
KANG --

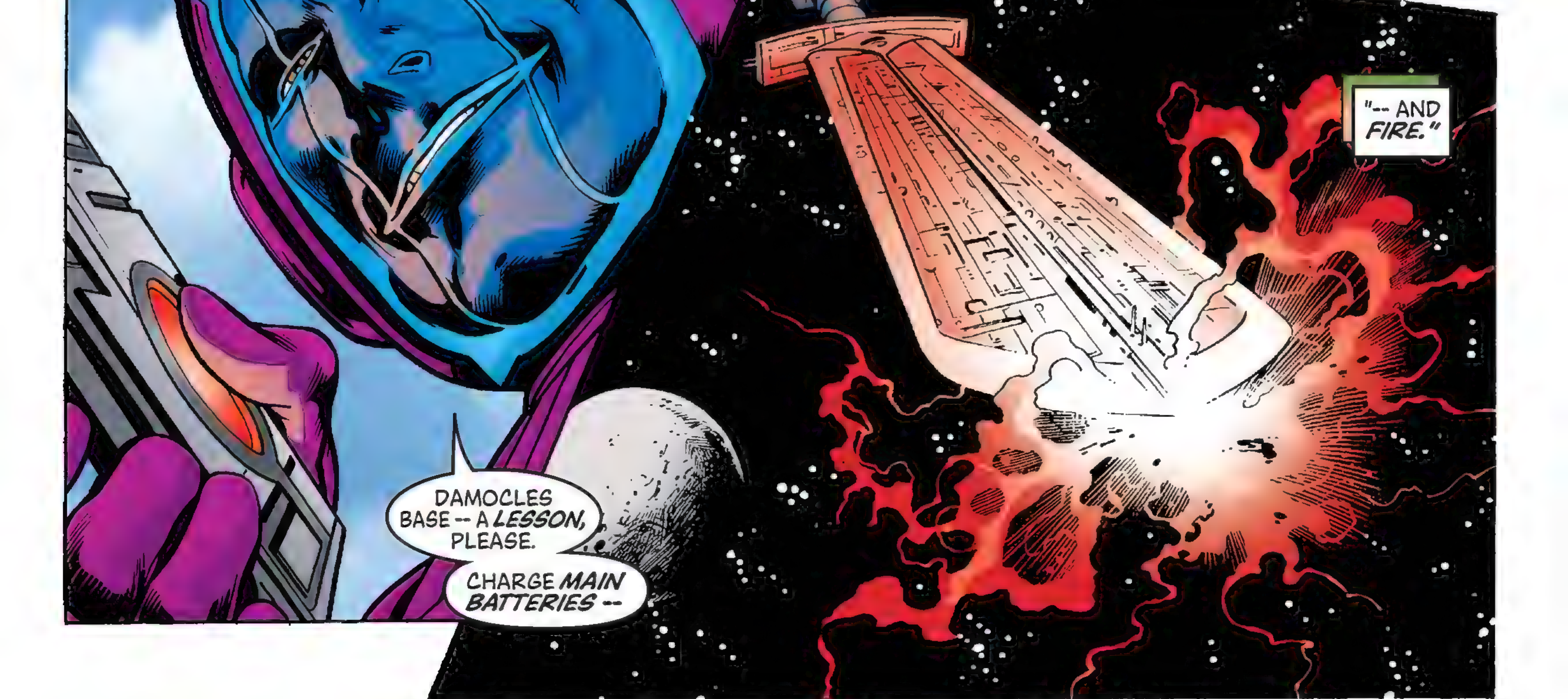
-- WE'VE
BEATEN YOU
BEFORE, AND
WE'LL DO IT
AGAIN!

IT'S ALWAYS
POSSIBLE, GOLIATH...
THOUGH I **DOUBT**
IT.

BUT THAT
IS A MATTER FOR
THE **BATTLEFIELD.**
THIS WAS NO
ATTACK --

-- AND
THE RULES OF
DIPLOMACY DO NOT
PERMIT ENVOYS TO BE
TREATED **DISCOURTEOUSLY.**
YOU HAVE NO **IDEA** OF
THE POWER YOU FACE,
AVENGERS --

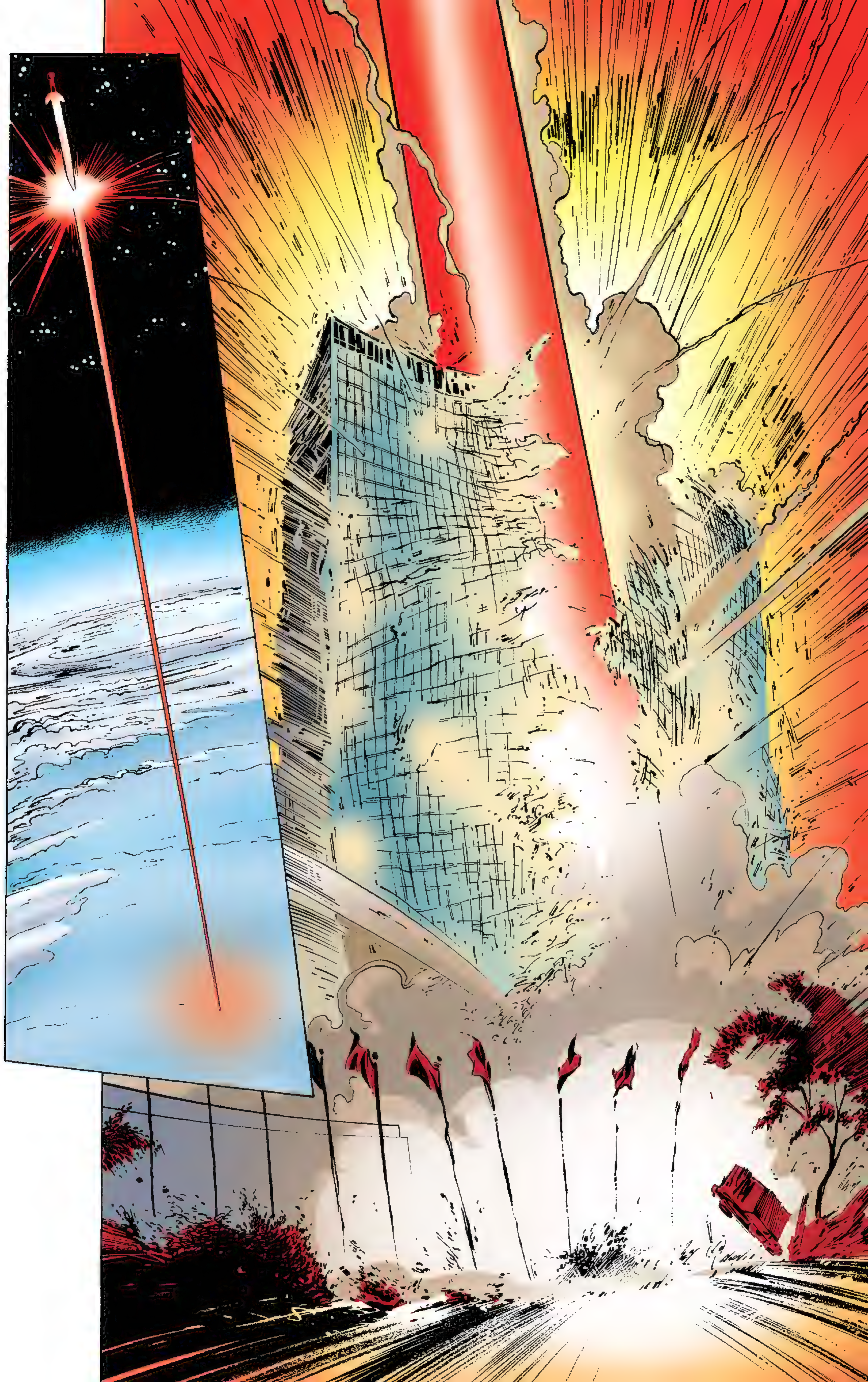
-- BUT
YOU WILL
LEARN.



**"-- AND
FIRE."**

DAMOCLES
BASE -- A LESSON,
PLEASE.

**CHARGE MAIN
BATTERIES --**



AND ONCE THE LIGHT AND SOUND HAS FADED...

OH, MY LORD...

THERE -- THERE MIGHT BE SURVIVORS! QUICKLY, AVENGERS --

PFF. SUCH AN UNDISCIPLINED GROUP...

-- LET'S MOVE!

YOU -- MONSTER! I SWEAR TO YOU, KANG -- IN THE NAME OF THE GOOD MEN AND WOMEN YOU'VE JUST MURDERED --

SAVE YOUR OUTRAGE, WASP.

FOR AS YOU'LL SEE --

HUH?

WH--?

-- I HAVE
KILLED **NO**
ONE.

I HAVE
NO INTEREST IN
CRUSHING YOU --
THIS WAS MERELY A
DEMONSTRATION, TO
SHOW YOU THAT IF
I NEED TO, I CAN
DO IT
EASILY.

THERE
ARE MORE
IMPORTANT THINGS
TO DISCUSS, HOWEVER --
SUCH AS YOUR
FUTURE, AND THAT
OF THIS **ENTIRE**
PLANET.

I HAVE
SEEN WHAT IS IN
STORE FOR YOU,
AVENGERS -- AND THE
WORLD AS YOU KNOW
IT IS **DOOMED** --
DOOMED TO
DESTRUCTION.

AND THE
ONLY **HOPE**
YOU HAVE, THE
ONLY MAN WHO
CAN **SAVE YOU**
ALL --

-- STANDS
BEFORE YOU
NOW.

UH-OH.
I DON'T THINK
I'M GOING TO
LIKE THIS...!

LIBERAL THE FORBIDDEN
ZONE OF KRYSTAL

IT BEGAN WITH A SUDDEN
BURSTING SPIKE OF
RADIOACTIVITY AND A NOISE
SOUND OF AVENGERS' WAS
FORCED TO INVESTIGATE...

WHAT...
MANNER OF
PLACE IS
THIS?

IT IS NOW SEVEN
HOURS THAT OUR NATIONAL
SUPER-TEAM, "ZIMNIY STOROZH" --
THE WINTER GUARD -- ARE
GOING IN TO SEARCH FOR
ANSWERS.

HAS
THERE BEEN ANY
WORD FROM
THEM?

NOT
SINCE SHORTLY
BEFORE YOU
ARRIVE, KAPITAN
AMERIKAH.

THIS IS LAST
TRANSMISSION WE
RECEIVE FROM
THEM...

CHTO-TO UDARILO
ISSLEDOVATEL'SKUYU
STANTZIYU. YEST OZHOGI,
VRYEDY, ZABROSHENNOYE
ORUHIYE, A TRUPOV
NYET.

KAZHETSA,
VSYO PROSTO...
ISCHESLO.

WHAT DID
HE SAY?

HE SAID THE
RESEARCH STATION
IS ABANDONED.
SIGNS OF VIOLENCE,
BUT NO BODIES.

YOU SPEAK
RUSSIAN,
QUICKSILVER?

DOESN'T
EVERYONE?

EH?

WE WILL
GO ON NOW,
TECHNICIAN STOYKOV.
BUT YOU GO
BACK -- IT IS NOT
SAFE TO --

PFOOM
KAM KAM
ZOKK

THAT MUST BE
THEM! SOUNDS LIKE
THEY'RE A MILE OR
TWO OFF --

-- AND
WHATEVER
THEY'RE UP
AGAINST, IT'S
BIG!

MOVE,
AVENGERS --
MOVE!

MANHATTAN, UNITED NATIONS PLAZA

AIRSHRIKE-1 TO AIRSHRIKE-2, PRIORITY SWEEP, ALL CANNONS ARMED.

AIRSHRIKE-2, ACKNOWLEDGING.

EVERYBODY MAINTAIN POSITION! FULL READINESS -- I REPEAT, FULL READINESS! FINGERS ON TRIGGERS AND EYES ON THE PRIZE!

EVERYBODY MAINTAIN POSITION! FULL READINESS -- I REPEAT, FULL READINESS! FINGERS ON TRIGGERS AND EYES ON THE PRIZE!

AND COMM-SQUAD -- GET A SIGNAL THROUGH THAT FORCE-FIELD! I WANT TO KNOW WHAT'S GOING ON IN THERE -- NOW!

THE AVENGERS HAVE BEEN CALLED TO THE UNITED NATIONS PLAZA TO PREVENT A MASSIVE ATTACK BY THE ALIEN INVASION.

THE AVENGERS HAVE BEEN CALLED TO THE UNITED NATIONS PLAZA TO PREVENT A MASSIVE ATTACK BY THE ALIEN INVASION.

STAY ALERT, TEAM. WE WANT TO BE READY FOR ANYTHING...

THE AVENGERS HAVE BEEN CALLED TO THE UNITED NATIONS PLAZA TO PREVENT A MASSIVE ATTACK BY THE ALIEN INVASION.

THE AVENGERS HAVE BEEN CALLED TO THE UNITED NATIONS PLAZA TO PREVENT A MASSIVE ATTACK BY THE ALIEN INVASION.

THE AVENGERS HAVE BEEN CALLED TO THE UNITED NATIONS PLAZA TO PREVENT A MASSIVE ATTACK BY THE ALIEN INVASION.

SILENCE, EVERYONE! CEASE YOUR WHIMPERING -- AND ATTEND THE WORDS OF KANG, THE CONQUEROR.

I THINK THAT'LL BE ENOUGH, SCARLET CENTURION. WE HAVE THEIR ATTENTION.

AND STAND DOWN, AVENGERS. I AM NOT HERE TO DESTROY YOU, NOT TODAY -- OR YOU WOULD ALREADY BE DEAD.

I HAVE COME TO TALK.

SO TURN YOUR ATTENTION TO MY OMNI-SCREEN, AS I REVEAL TO YOU --

"-- YOUR FUTURE."

NO MORE TOMORROWS

KURT BUSIEK WRITER ALAN DAVIS PENCILER MARK FARMER INKER
TOM SMITH COLORS RICHARD STARKINGS AND COMICRAFT'S JASON LEVINE LETTERS
MARC SUMERAK ASSISTANT EDITOR TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT

"AND *HOW* WILL THIS FUTURE COME ABOUT?

"THEY COME OUT OF THE *EAST*, AND BY THE TIME ANY CREDIBLE RESISTANCE IS MOUNTED, THEIR NUMBERS ARE *700 GREAT* TO WITHSTAND.

"THEY ARE LIVING DEATH -- *RADIOACTIVE SOLDIERS* DIRECTED BY A SINGLE *COMMUNAL MIND*. THEY *BURST* WITH POWER --

"-- AND THEIR VERY TOUCH IS *POISONOUS*. IT CONVERTS THEIR VICTIMS TO MORE *LIKE* THEM.

"WHAT RESISTANCE THE WORLD *CAN* OFFER DOES NOT LAST LONG.

"OH, *SOME* HUMANS SURVIVE, TO BE SURE.

"BUT THE AIR IS *POISONED*, AS IS THE WATER -- AND EVEN THOSE WHO ESCAPE *CAPTURE* --

"-- CAN DO *NOTHING*, IN THE END --

"-- BUT *SUCCUMB*.

"AND THE TRANSFORMED --
THEY *JOIN* THEIR BROTHERS --

"-- LINKING, COMMUNING *MIND*
TO *MIND* -- BECOMING NO
MORE THAN A SINGLE *ATOM*
OF A GREAT LATTICE THAT
SURROUNDS THE WORLD.

"THEIR THOUGHTS ARE
COOL AND SUBMERGED --
THEIR IDENTITY *GONE*.

"NO MORE DO THEY *BREED*,
FIGHT, OR STRIVE FOR
ANYTHING MORE THAN
COMMUNION.

"HUMANITY --
AT LEAST AS
WE KNOW IT --

"-- IS DEAD."

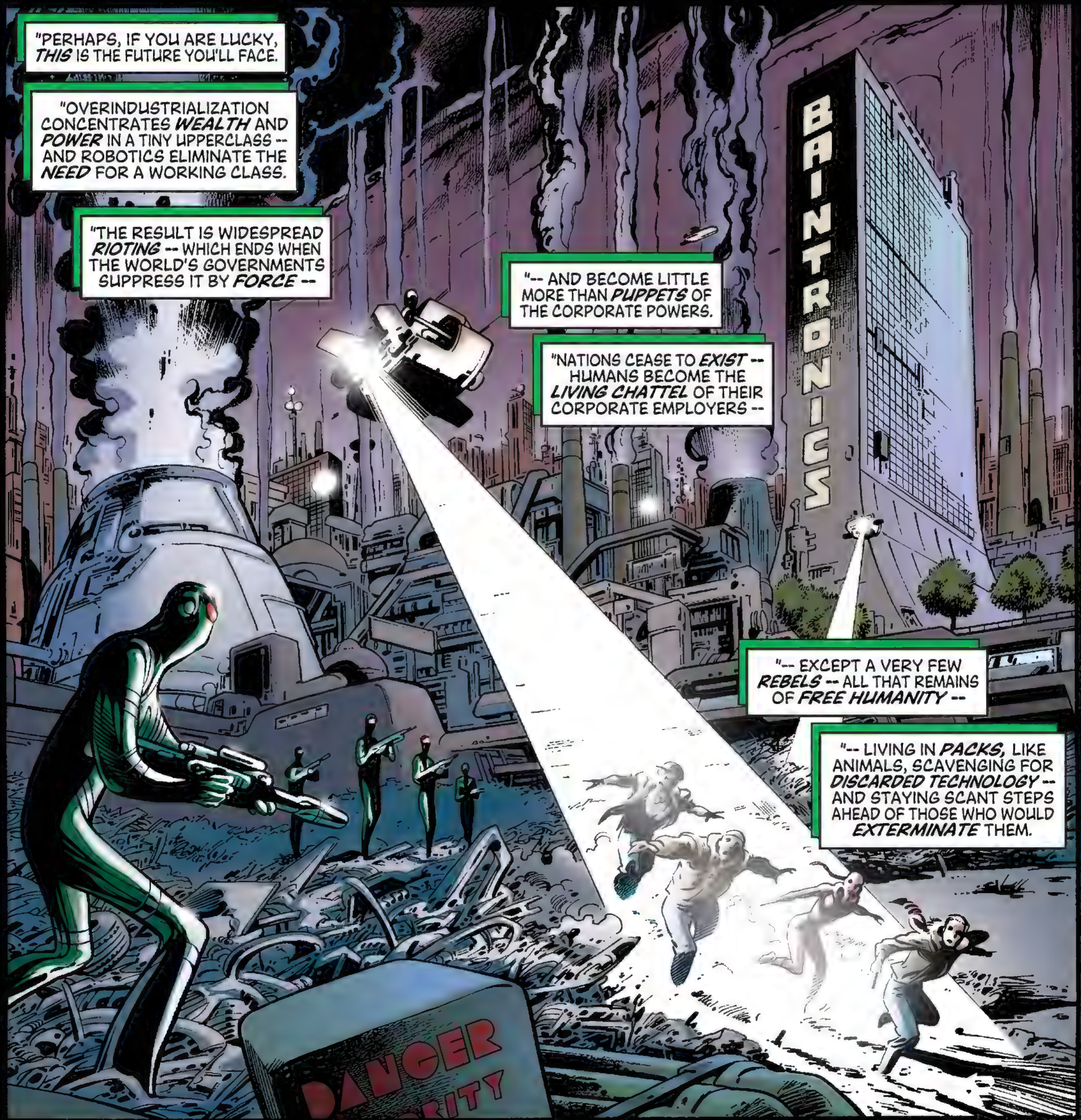


IT IS POSSIBLE
THAT THIS FATE CAN BE
AVOIDED -- *POSSIBLE*,
IF UNLIKELY.

BUT EVEN
IF HUMANITY
SURVIVES *THIS*
THREAT --

-- WILL YOU BE
PREPARED FOR WHAT
ELSE LURKS JUST BEYOND
THE HORIZON? WHAT YOU
HAVE NO *DEFENSE*
AGAINST --
-- BECAUSE YOU
DO NOT EVEN KNOW
IT'S *THERE*?

Y-YES,
COLONEL --
YES, I HEAR
YOU...



"PERHAPS, IF YOU ARE LUCKY,
THIS IS THE FUTURE YOU'LL FACE.

"OVERINDUSTRIALIZATION
CONCENTRATES *WEALTH* AND
POWER IN A TINY UPPERCLASS --
AND ROBOTICS ELIMINATE THE
NEED FOR A WORKING CLASS.

"THE RESULT IS WIDESPREAD
RIOTING -- WHICH ENDS WHEN
THE WORLD'S GOVERNMENTS
SUPPRESS IT BY *FORCE* --

"-- AND BECOME LITTLE
MORE THAN *PUPPETS* OF
THE CORPORATE POWERS.

"NATIONS CEASE TO *EXIST* --
HUMANS BECOME THE
LIVING CHATTEL OF THEIR
CORPORATE EMPLOYERS --

"-- EXCEPT A VERY FEW
REBELS -- ALL THAT REMAINS
OF *FREE HUMANITY* --

"-- LIVING IN *PACKS*, LIKE
ANIMALS, SCAVENGING FOR
DISCARDED TECHNOLOGY --
AND STAYING SCANT STEPS
AHEAD OF THOSE WHO WOULD
EXTERMINATE THEM.

"NO? YOU THINK YOU CAN AVOID THAT FATE?"

"CAN YOU AVOID THE DESTRUCTION OF THE MOON AT THE HANDS OF A REBELLIOUS COLONY, AND THE ENVIRONMENTAL DISASTER IT WREAKS?"

"A GLOBAL WINTER -- CIVILIZATION SHATTERED --"

"-- AND THE REMNANTS OF IT LOCKED IN CONSTANT, UNCEASING WAR?"



"CAN YOU AVOID INVASION FROM SPACE -- THE SUBJUGATION OF THE WORLD BY A FLEET STAGING FROM THE PLANET MARS?"



"THE POPULATION DECIMATED -- REDUCED TO A DWINDLING BAND OF REFUGEES FIGHTING FOR A FREEDOM THEY CANNOT HOPE TO WIN?"

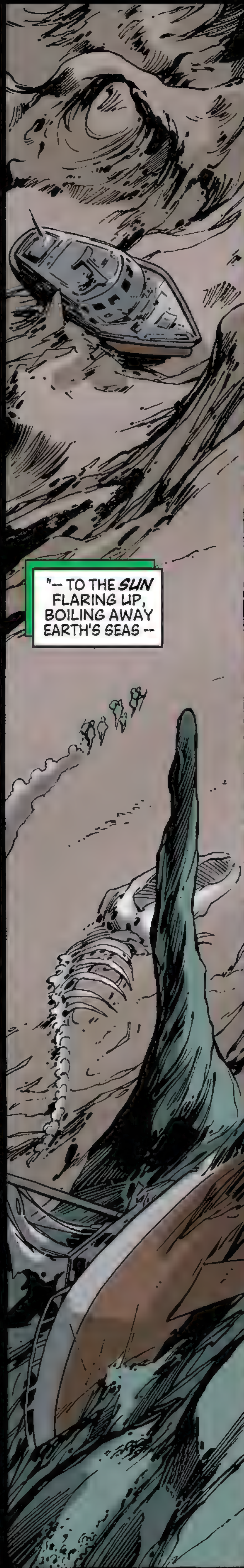


"THE THREATS
THAT WILL COME
ARE *MANY* AND
VARIED."

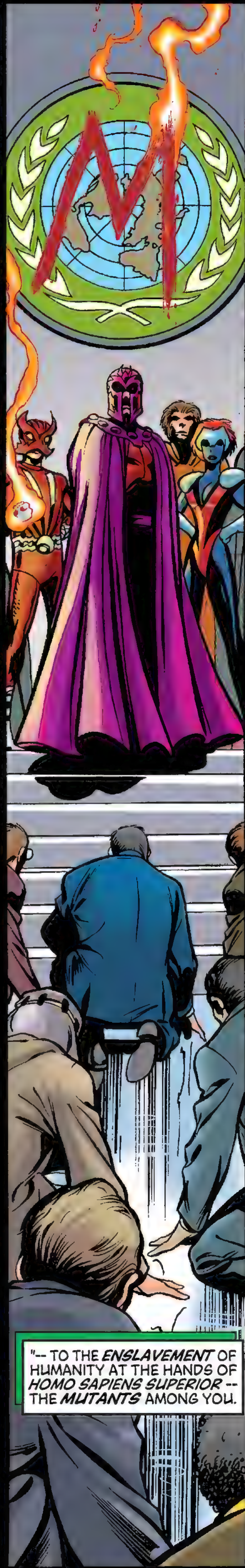
"FROM THE
DREADED NORSE
RAGNAROK --"



"-- TO THE RISE OF
THE ELDER GOD
CHTHON AND
THE UNSPEAKABLE
INFECTION HE
BRINGS --"



"-- TO THE *SUN*
FLARING UP,
BOILING AWAY
EARTH'S SEAS --"



"-- TO THE *ENSLAVEMENT* OF
HUMANITY AT THE HANDS OF
HOMO SAPIENS SUPERIOR --
THE *MUTANTS* AMONG YOU."

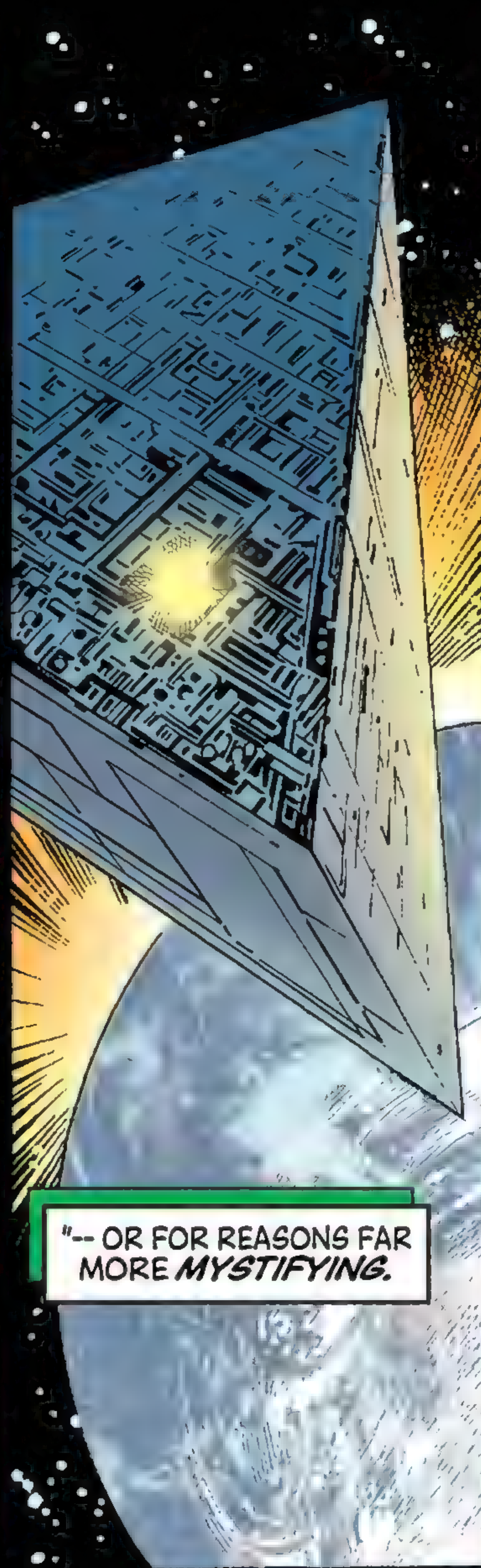


"THE
END COULD
COME FROM
SPACE --

"-- AS *RETRIBUTION*
FOR THE ACTS OF
A FEW OF YOUR
'*SUPER HEROES*' --



"-- AS SIMPLE
GREED FOR
POWER AND
TERRITORY --



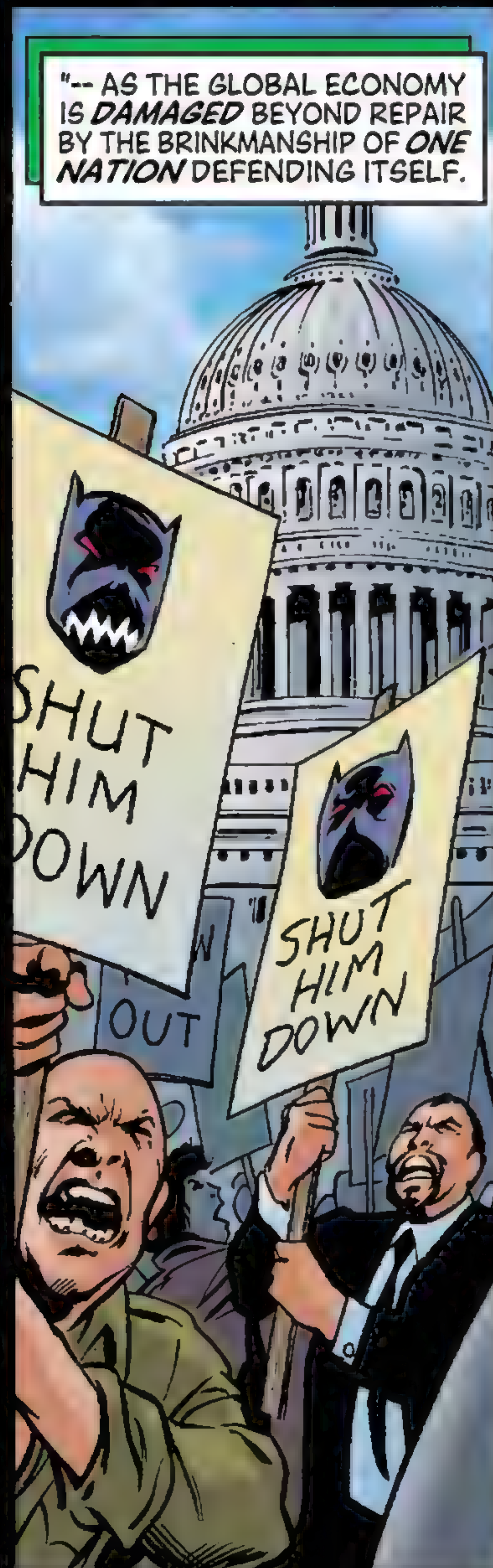
"-- OR FOR REASONS FAR
MORE *MYSTIFYING*.



"THE END COULD COME
FROM *WITHIN* -- AS YOUR
OWN SCIENCE TURNS TO
WORLDWIDE *HORROR* --



"--AS YOU ARE
SUPPLANTED
BY YOUR OWN
CREATIONS --



"-- AS THE GLOBAL ECONOMY
IS *DAMAGED* BEYOND REPAIR
BY THE BRINKMANSHIP OF *ONE*
NATION DEFENDING ITSELF.



"IT COULD BE
CATASTROPHE ON
A *COSMIC SCALE*,
TRIGGERED BY A
FAULTY COMPUTER
CIRCUIT --

"-- AS *TWIN EARTHS*
IN THE SAME ORBIT
COLLIDE."



IT COULD BE *ANY* OF
THESE -- OR A THOUSAND
THOUSAND MORE.

AND MARK MY
WORDS, MEN OF THIS
CENTURY. THESE ARE NOT
AIRY PROJECTIONS,
INVENTED *WORST-CASE*
SCENARIA.

I AM A *TIME-
TRAVELER*.





YES,
HUMANITY FACES
A **TREACHEROUS**
PATH INDEED. THE TIME
TO COME WILL BE
HARSH --

-- AND
YOUR ONLY HOPE
IS A MAN WHO HAS
SEEN THE MYRIAD
FUTURES --

-- WHO CAN **GUIDE**
YOU THROUGH THEIR
TREACHEROUS **EDDIES**
AND **BYWAYS** --

-- GUIDE
YOU FROM **THIS**,
MANKIND'S
BIRTHPLACE --

-- TO A
GLORIOUS
DESTINY IN THE
STARS --!



THAT IS
ENOUGH,
KANG!

YOU HAVE
ATTACKED US,
DESTROYED OUR
MEETING PLACE, HELD
US HERE BY THREAT
OF **VIOLENCE** --

-- AND
NOW YOU
OFFER YOUR
HELP?



TRACKING --
TRIANGULATING --
-- **LOCKED!**

WE HAVE BEEN IN COMMUNICATION
WITH MILITARY FORCES **OUTSIDE** --
AND ONLY LET YOU KEEP TALKING
AS LONG AS WE DID --

-- SO THAT
WE COULD USE
THE TIME TO BREAK
YOUR **CLOAKING**
TECHNOLOGY AND
FIND YOUR **ORBITAL**
BASE!

YOUR
OFFER,
SIR --

FIRE!
FIRE!



"-- IS REJECTED!"

THE FRY LIGHTS UP IN A
BRILLIANT INTENSE
FLARE OF POWER --

-- A FLARE THAT IS ECHOED ON
THE MAIN-SCREEN WITHIN
THE FORCE-FIELD BELOW IT
BUILDS -- BLINDING, PURE --
AND WHEN IT RAGES --

I
APOLOGIZE FOR
THE **DECEPTION**,
MR. SECRETARY-
GENERAL.

I **ALLOWED**
YOU TO CONTACT
YOUR PEOPLE. **ALLOWED**
YOU TO FIND DAMOCLES
BASE. FOR AS YOU
SEE --

-- I AM QUITE
ABLE TO **PROTECT**
MYSELF FROM
YOUR **BACKWARD**
TECHNOLOGY.

AND YOU
MISUNDERSTOOD
MY **PURPOSE** HERE,
I FEAR. THIS IS
NOT AN OFFER OF
ASSISTANCE --

-- BUT A
DECLARATION
OF WAR.

I INTEND
TO **CONQUER**
EARTH IN ORDER
TO **SAVE** IT.

I WILL, OF
COURSE, EXTEND
TO YOU ALL THE
OPPORTUNITY TO
SURRENDER, BUT I
KNOW YOU WON'T
TAKE IT.

SO
INSTEAD --

-- LET ME TELL
YOU EXACTLY WHAT
WILL HAPPEN TO YOU.

"MY LEGIONS HAVE BEEN *UNDEFEATED* ON A THOUSAND WORLDS AND *MORE*, ACROSS BOTH *SPACE* AND *TIME*.

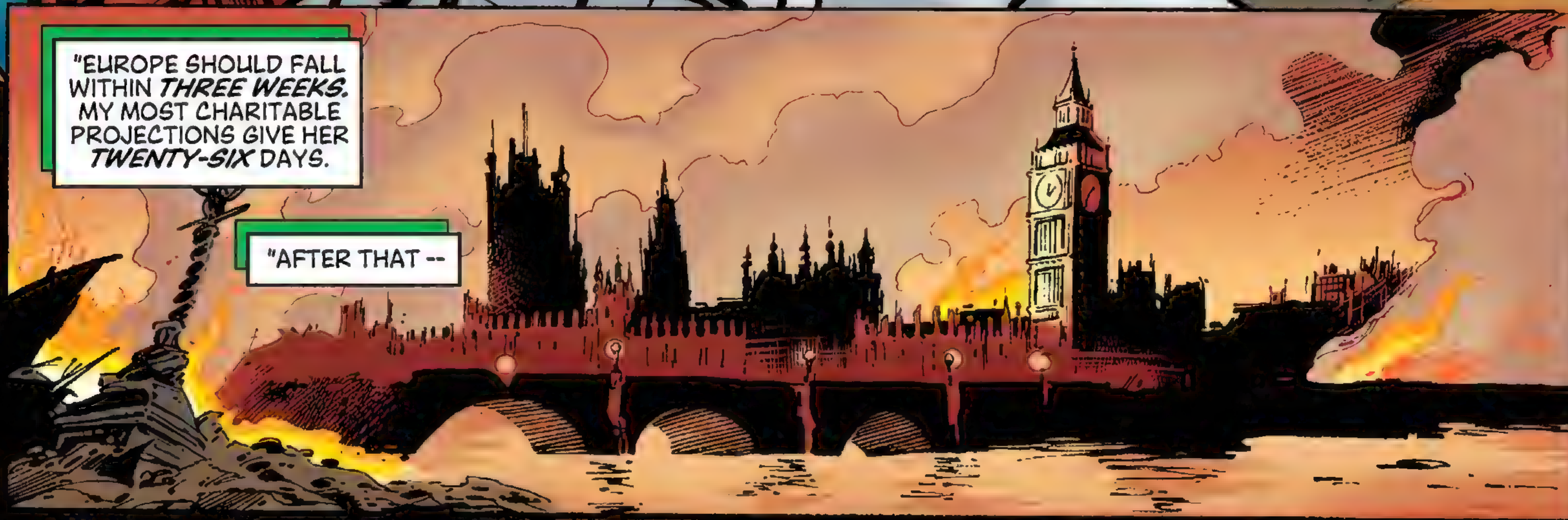
"WE WILL TAKE *FRANCE* AND *GERMANY* FIRST -- AMERICA BEING READILY DEPENDABLE TO ARGUE INTERNALLY AND FAIL TO TAKE IMMEDIATE *ACTION* --



"-- AND SPREAD OUT FROM OUR *BEACHHEAD* THERE.

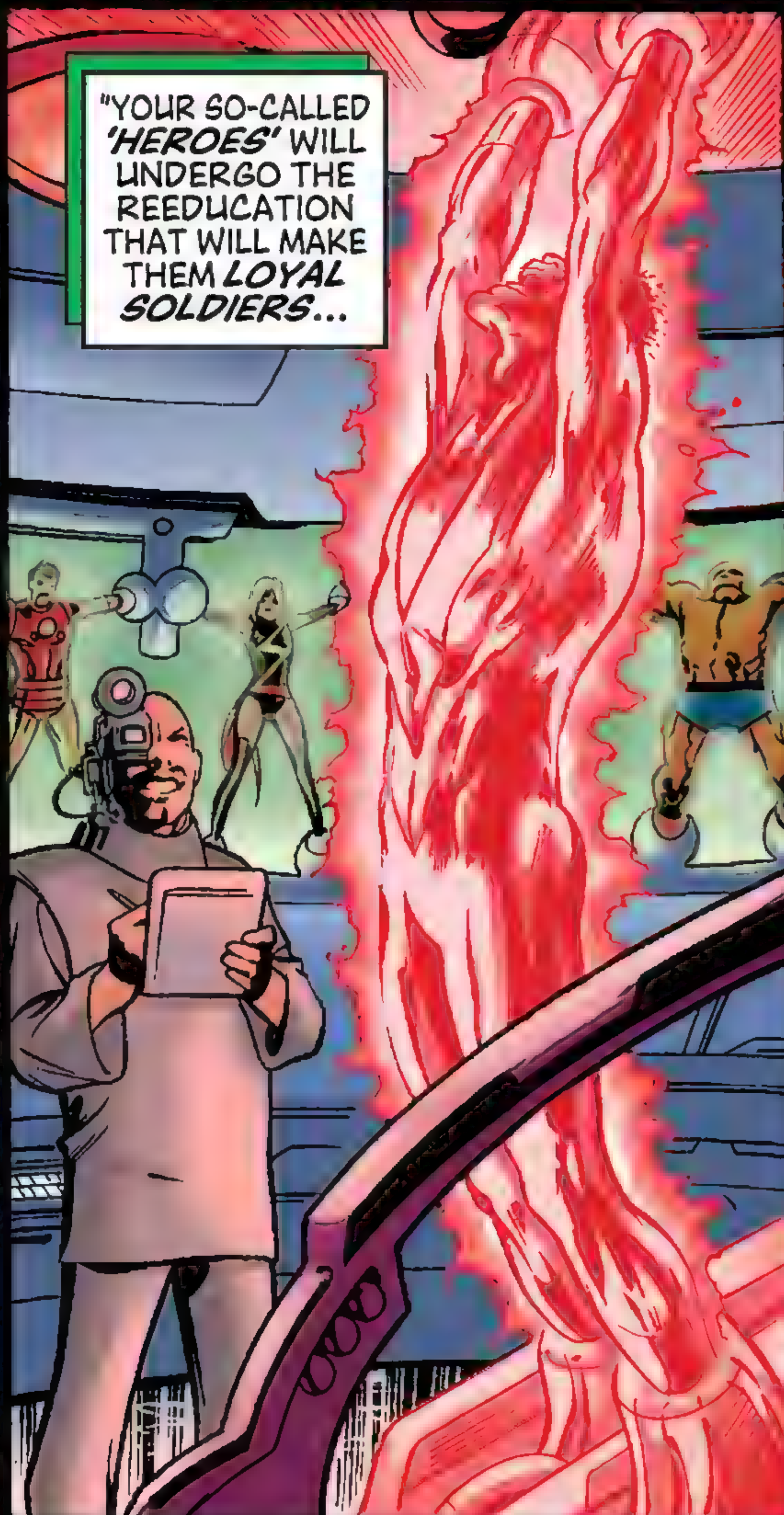
"EUROPE SHOULD FALL WITHIN *THREE WEEKS*. MY MOST CHARITABLE PROJECTIONS GIVE HER *TWENTY-SIX DAYS*.

"AFTER THAT --



"-- THE REST OF THE WORLD WILL FOLLOW JUST AS *EASILY*.



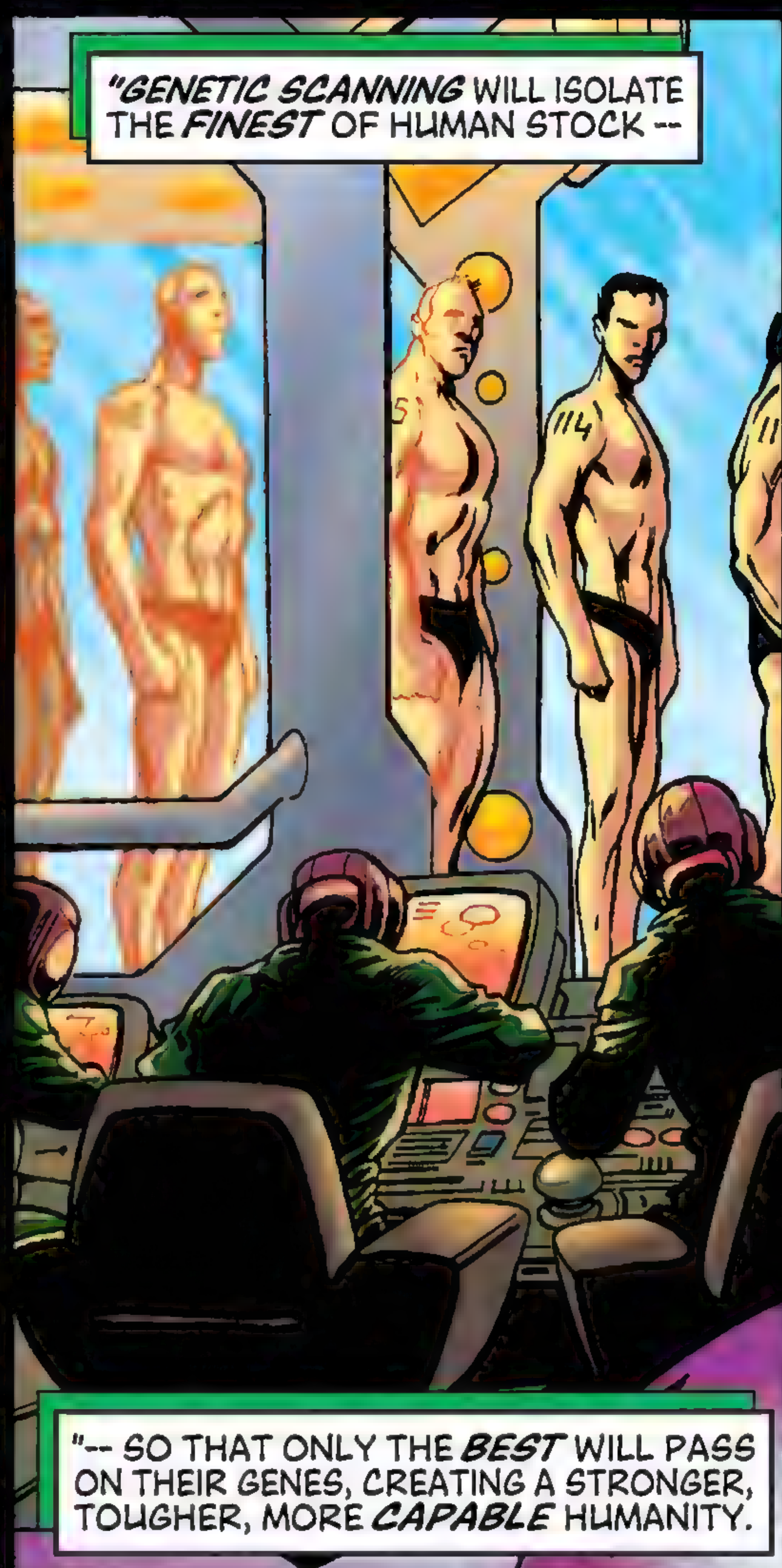


"YOUR SO-CALLED **'HEROES'** WILL UNDERGO THE REEDUCATION THAT WILL MAKE THEM **LOYAL SOLDIERS...**



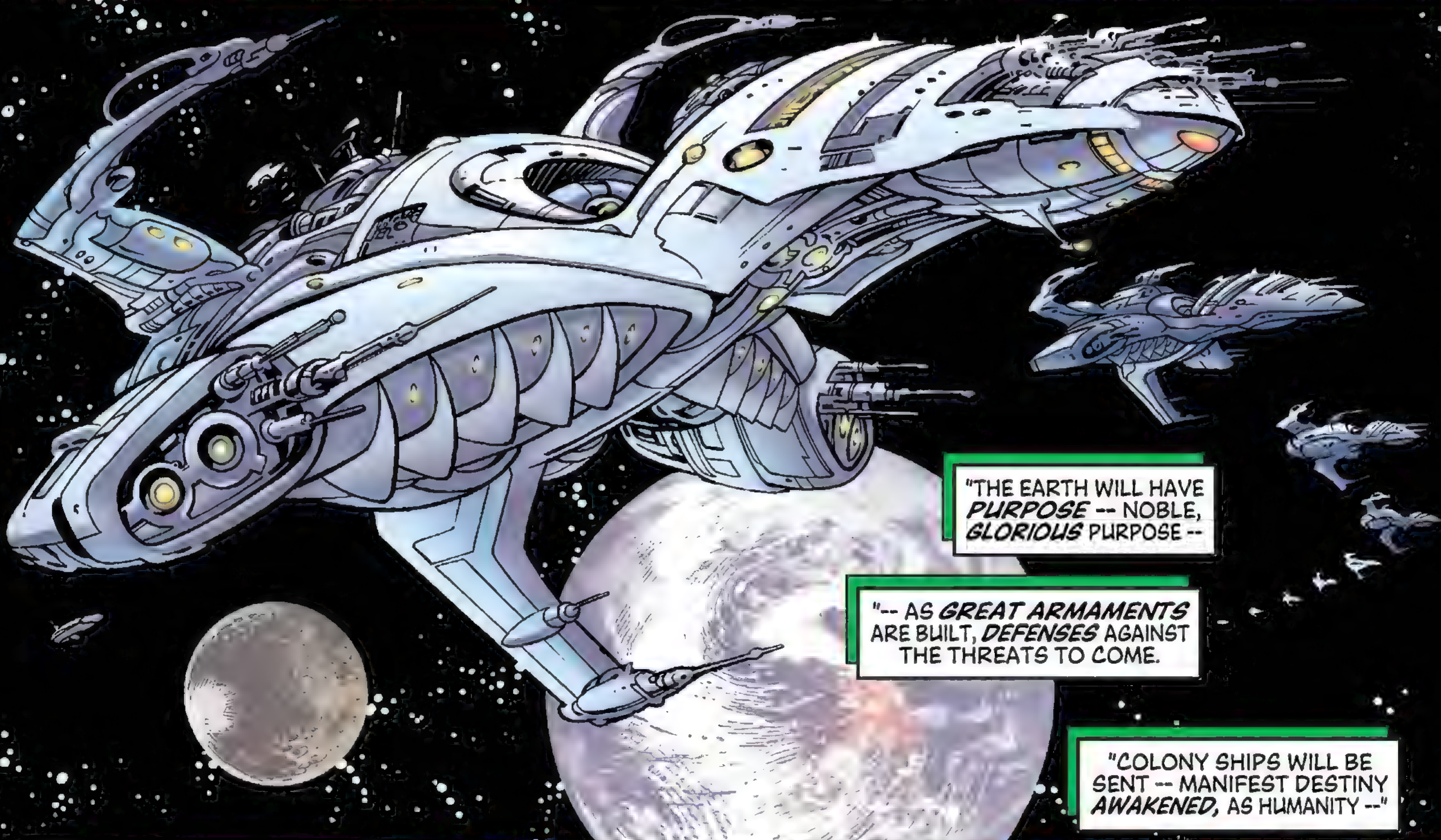
"THE REST OF THE WORLD'S **ABLE-BODIED POPULATION** WILL BE CONSCRIPTED --

"-- AND ASSIGNED TO THEIR **RIGHTFUL PLACES**, WHETHER IT BE MILITARY SERVICE OR ANOTHER FUNCTION IN THE **NEW ORDER.**



"**GENETIC SCANNING** WILL ISOLATE THE **FINEST** OF HUMAN STOCK --

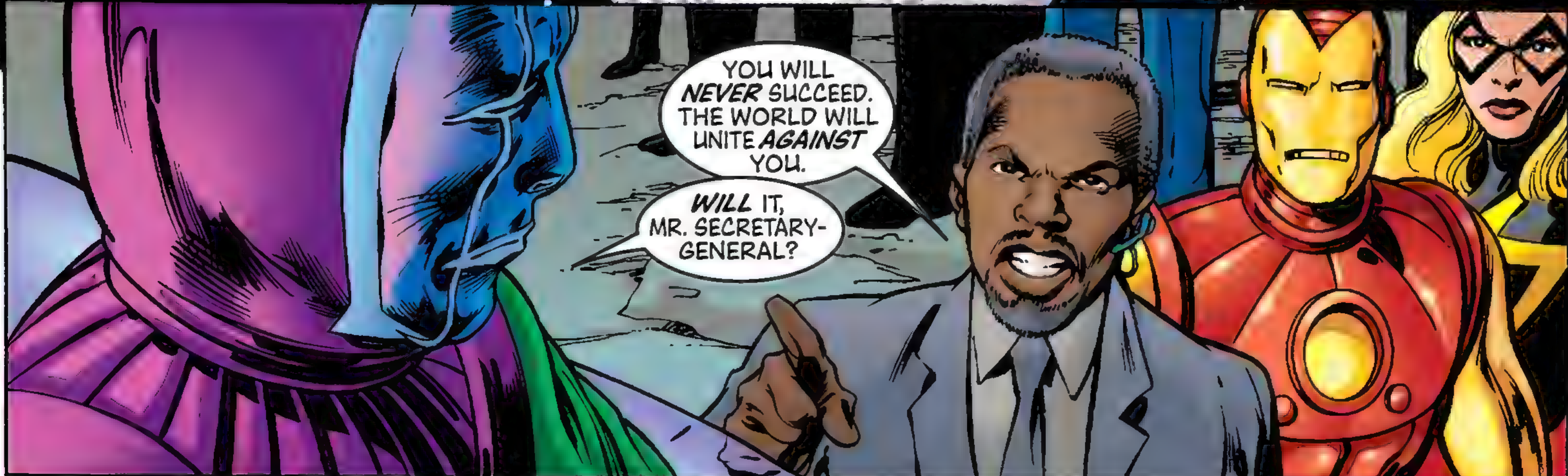
"-- SO THAT ONLY THE **BEST** WILL PASS ON THEIR GENES, CREATING A STRONGER, TOUGHER, MORE **CAPABLE** HUMANITY.



"THE EARTH WILL HAVE **PURPOSE** -- NOBLE, **GLORIOUS** PURPOSE --

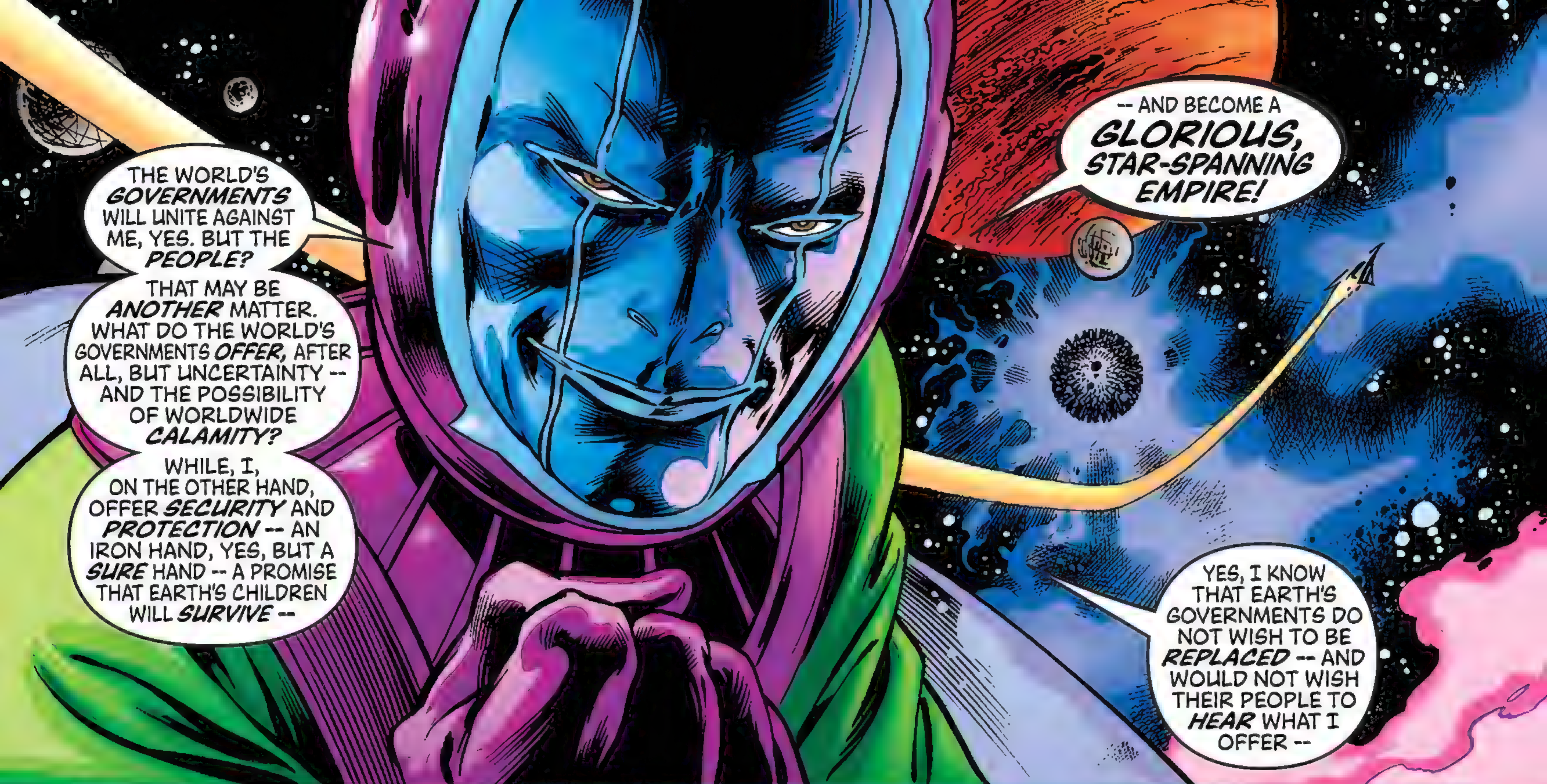
"-- AS **GREAT ARMAMENTS** ARE BUILT, **DEFENSES** AGAINST THE THREATS TO COME.

"**COLONY SHIPS** WILL BE SENT -- **MANIFEST DESTINY AWAKENED**, AS HUMANITY --"



YOU WILL **NEVER SUCCEED.** THE WORLD WILL UNITE **AGAINST** YOU.

WILL IT, MR. SECRETARY-GENERAL?



THE WORLD'S GOVERNMENTS WILL UNITE AGAINST ME, YES. BUT THE PEOPLE?

THAT MAY BE ANOTHER MATTER. WHAT DO THE WORLD'S GOVERNMENTS OFFER, AFTER ALL, BUT UNCERTAINTY -- AND THE POSSIBILITY OF WORLDWIDE CALAMITY?

WHILE, I, ON THE OTHER HAND, OFFER **SECURITY AND PROTECTION** -- AN IRON HAND, YES, BUT A **SURE HAND** -- A PROMISE THAT EARTH'S CHILDREN WILL **SURVIVE** --

-- AND BECOME A **GLORIOUS, STAR-SPANNING EMPIRE!**

YES, I KNOW THAT EARTH'S GOVERNMENTS DO NOT WISH TO BE **REPLACED** -- AND WOULD NOT WISH THEIR PEOPLE TO **HEAR** WHAT I OFFER --



-- BUT IT IS ALREADY TOO LATE. THE MOMENT I OPENED THIS... DISCUSSION...

...I PLACED FULL DETAILS ON YOUR GLOBAL INTERNET FOR ALL TO SEE...

...AND HAVE BROADCAST MY ADDRESS ON EVERY TELEVISION AND RADIO IN THE WORLD, ALWAYS IN THE LOCAL MAJORITY LANGUAGE.

THE PEOPLE KNOW, SIR... AND CAN CHOOSE FREELY.



TALK ALL YOU WISH! THE WORLD WILL FIGHT!

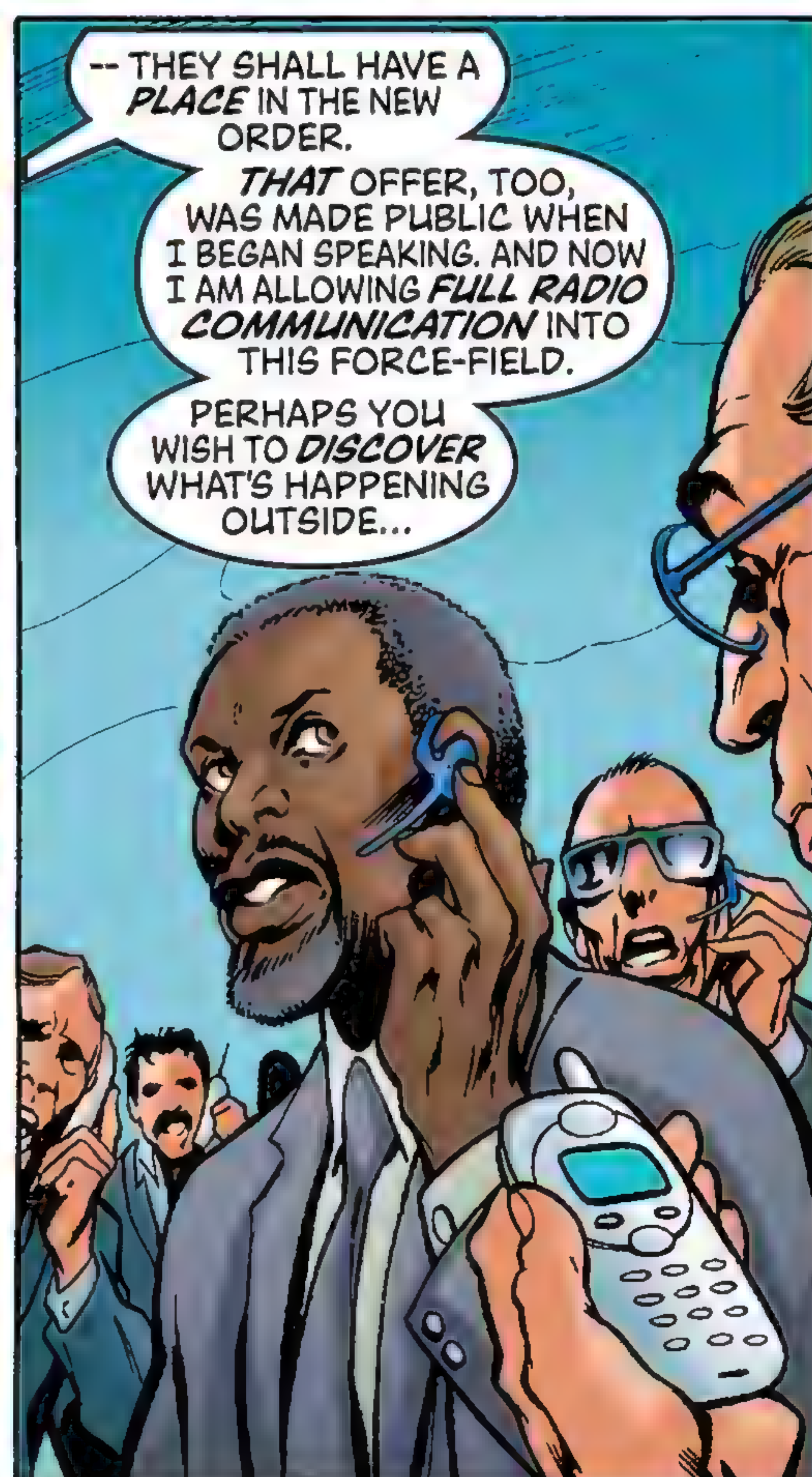
AND WE WILL FIND A WAY TO DRIVE YOU OFF -- THE AVENGERS WILL, OR THE FANTASTIC FOUR --



I LOOK FORWARD TO THE COMING COMBAT, SIR. VERY MUCH.

BUT YOU SHOULD KNOW -- THERE IS ANOTHER OFFER I HAVE MADE TO THE WORLD.

ANYONE WHO **RISES UP** AGAINST THEIR PRESENT MASTERS, WHO TAKES **CONTROL** OF A PART OF THE WORLD'S INHABITABLE SURFACE AND SWEARS **FEALTY** TO ME --



-- THEY SHALL HAVE A PLACE IN THE NEW ORDER.

THAT OFFER, TOO, WAS MADE PUBLIC WHEN I BEGAN SPEAKING. AND NOW I AM ALLOWING **FULL RADIO COMMUNICATION** INTO THIS FORCE-FIELD.

PERHAPS YOU WISH TO **DISCOVER** WHAT'S HAPPENING OUTSIDE...



THE -- THE
REPORTS --
THEY
CAN'T BE TRUE --
THEY CAN'T
BE --!



THEY CAN'T BE TRUE --
THEY CAN'T BE --!

THEY CAN'T BE TRUE --
THEY CAN'T BE --!

THEY CAN'T BE TRUE --
THEY CAN'T BE --!



THEY CAN'T BE TRUE --
THEY CAN'T BE --!

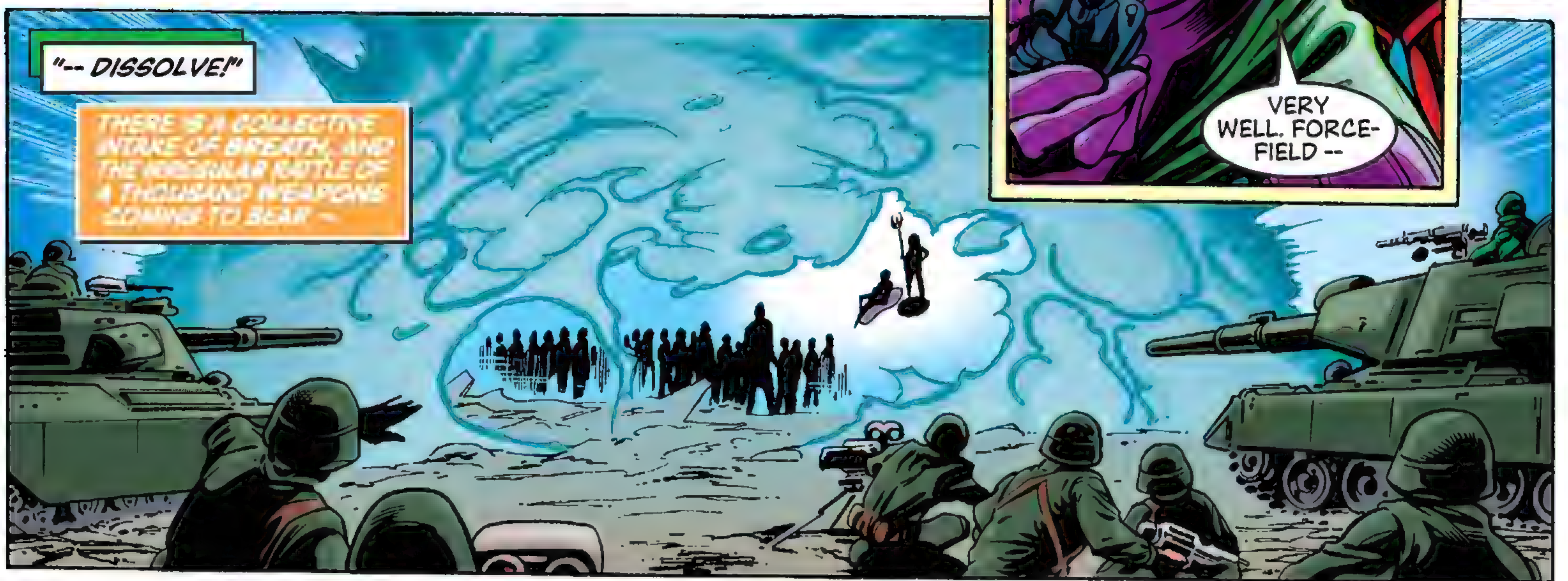
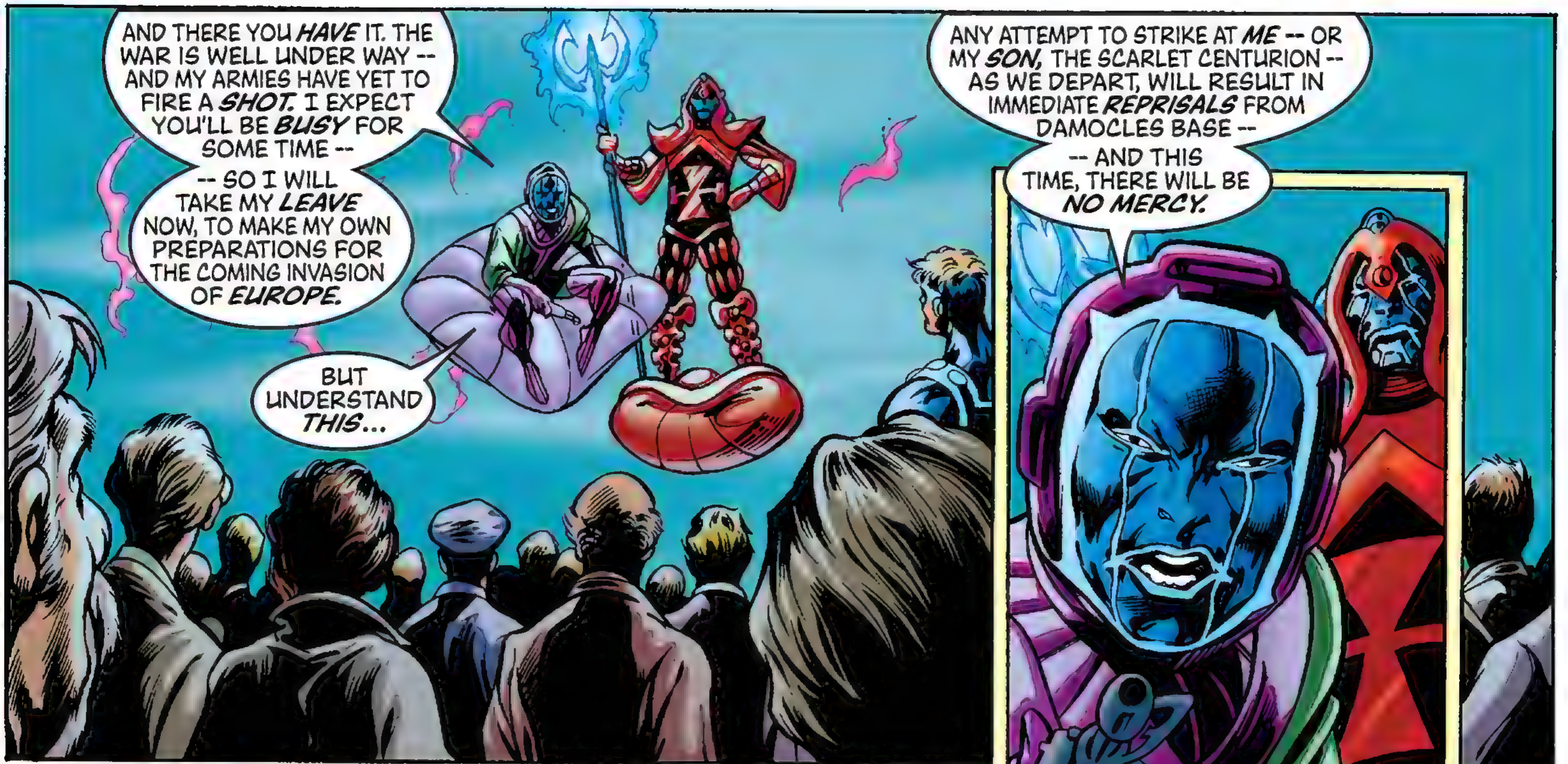
THEY CAN'T BE TRUE --
THEY CAN'T BE --!

THEY CAN'T BE TRUE --
THEY CAN'T BE --!



IT -- IT IS TOO
MUCH --!

IT -- IT IS TOO
MUCH --!





LOOK TO
THE *EAST*,
AVENGERS --

"-- BECAUSE IT
HAS ALREADY
BEGUN!"

KHYSTYM,
SIBERIA.

THIS IS
THE *PLACE*,
CAPTAIN AMERICA.
THE SOUNDS WE
DID HEAR CAME
FROM HERE -- I
AM *CERTAIN*
OF IT.

AND YET --
THERE'S NOBODY
LEFT HERE, THOR.
QUICKSILVER,
ANY SIGNS OF
BATTLE?

HOW
COULD ONE
TELL, CAP?

THE
LANDSCAPE
IS ALREADY SO
FREAKISH, SO
SCARRED,
THAT --!

WAIT! THAT
SOUND!

THERE'S
SOMEONE
ALIVE --



-- *HERE!*

PO --
POMOGITE
MNYEH --!



DARKSTAR! THEN
THE WINTER GUARD
WAS HERE...!

VERNULSYA
ON...
HE -- HE
HAS *RETURNED*,
CAPTAIN AMERICA!
RETURNED -- AND
TAKEN THEM
ALL...



WHO,
DARKSTAR?

WHO HAS
RETURNED?



MOSCOW. THE KREMLIN.
MANY MONTHS AGO.

<WE MUST BE
SWIFT, SERGEI. WE
STILL CANNOT STAY
IN INHABITED AREAS
LONG WITHOUT
CONTAMINATING
THEM.

<AND WE HAVE
COME TO THIS
CHAMBER
OFTEN.>

<YES, YES.
WE CANNOT ALARM
THEM, CANNOT CAUSE
THEM WORRY. WE BROUGHT
THEM THE BODY OF MY
SON -- OF MY
SON --

<-- BUT STILL THEY
FEAR US, AND WE MUST
REMAIN QUANTUM-SHIFTED,
THAT THEY MAY NOT SEE OR
HEAR US. AND WE CAN ONLY
SNATCH MOMENTS WITH
HIM.

<OH,
MIKHAIL, MY
SON...!>

<THEY HONOR
HIM, SERGEI. AS A
HERO OF THE
MOTHERLAND.>

<A HERO.
PAH! A DEAD
HERO!

<I SACRIFICED
MY HUMANITY FOR
POWER, TANIA. FOR
POWER -- AND I RECEIVED
IT. BUT IT IS A POWER
THAT CUTS ME OFF
FROM MY HOMELAND,
MY PEOPLE --
FROM EVERYONE
BUT YOU.

<AND FOR
ALL THAT COST --
ALL THIS GREAT POWER --
I CANNOT PREVENT MY
COUNTRY'S CRASHING
FROM GREATNESS INTO
CHAOS, DISSOLUTION
AND RUIN.

<CANNOT
EVEN SAVE MY
OWN SON.>

THE UNMOVING FORM IN THE PRESERVATION
CHAMBER IS VANGUARD -- THE LATE RUSSIAN
MUTANT SUPER HERO.

THE SPEAKERS ARE SERGEI KRYLOV --
THE PRESENCE -- AND HIS COMPANION
AND MATE, TANIA BELINSKY -- STARLIGHT.
IN ALL OF RUSSIA, THERE ARE NONE
MORE POWERFUL --

— OR MORE FEARED.

(IT IS NOT ENOUGH.
I HAVE POWER -- AM
POWER -- AND I
SHALL ACT!)

(SERGEI!
THE GUARDS HERE
ARE INNOCENTS!
IF YOU UNLEASH
YOUR
POWER -- !)

(SILENCE,
WOMAN.

(I AM NOT
ABOUT TO GO
ON SOME MAD
RAMPAGE -- DO
NOT FEAR
THAT.

(RETURN TO THE
FORBIDDEN ZONE,
WHERE THEY LET US LIVE
IN ISOLATION. RETURN,
WHILE I ALTER MY
PHYSICAL STATE
ONCE MORE --

(-- AND
SEEK
TRUTH!)

From the Journals
of Sergei Krylov:

Energy **controls** matter -- and
my control is thus **considerable**.
I shifted my atoms, becoming
intangible, **microscopic** --

-- and I entered the
body of my son.

The government kept his
corpse preserved in
gasses of my own design,
and they -- and I -- thought
that prevented **decay**.

But as I plunged deep
within his **atomic structure**,
into the space **between**
atoms, I discovered --

-- that this
was **not** so.

My son's power gave **him** certain
controls over energy as well --
and on an **infinitesimal** level, faint
and **undetectable** from outside --

-- a trace of that energy
remained, and kept him
alive -- a faint spark of life
glowing **weakly** at his core.

I added **my** power
to his, giving it
willingly, gladly --

-- and though it took virtually
all the vast fires within me, I
drained myself, giving him the
energies of my **heart, my soul.**

And that spark
flickered --
flashed --



I was exhausted, **spent --**
adrift at this subatomic
level of **reality --**

I **drifted**, regaining
my strength --

-- and I studied.
And I **learned.**

I saw how the energy that
permeates matter -- the
energy of life itself --
functions and **harmonizes,**
replicates and **glows.**

And I made
a **wondrous**
discovery --



-- and it would be
months, if not longer,
before I would be
able to return to the
greater realm.

KHYSTYM, SIBERIA. THE FORBIDDEN ZONE. DAYS AGO. ■

⟨I HAVE RETURNED! AND WITH ME, I BRING -- SALVATION!⟩

⟨SERGEI -- PRESENCE!⟩

⟨YOU -- YOU LIVE! I HAD THOUGHT...!⟩

⟨YES, YES -- BUT THAT IS NOT IMPORTANT, NOT NOW!⟩

⟨LISTEN! OUR NATION AND ITS FORMER DOMINIONS FACE ECONOMIC COLLAPSE -- BUT WORSE, THEY FACE CULTURAL POLLUTION FROM THE WEST --

⟨BUT SURELY SOME LEVEL OF ASSIMILATION IS INEVITABLE --

⟨-- AS PEOPLE LEAVE -- AS OUTSIDERS COME IN --⟩

⟨NO!⟩

⟨I CAN CHANGE RUSSIA'S PEOPLE -- MAKE THEM A NEW FORM OF LIFE, A NUCLEAR FORM! SOMETHING YOU AND I CAN BE PART OF ONCE MORE!⟩

⟨OUR PEOPLE WILL BE BOUND TOGETHER -- SHARING STRENGTH, SHARING LIFE! THEY WILL NEED ONLY EACH OTHER, AND REPEL ALL EFFORTS TO CHANGE THEM --

⟨-- WILL BE FREE OF ALL POISON, WHETHER IT COMES IN THE FORM OF FORCE OR OF CREEPING ECONOMICS!⟩

⟨RUSSIA WILL BE A NEW LAND, STANDING ALONE AND STRONG! WE WILL BE POWERFUL ONCE AGAIN! POWERFUL, PROUD, UNITED! AND IT BEGINS --

⟨--NOW!⟩

■ I returned -- and heralded the salvation of my homeland with a **beacon of radioactive fire** that could be sensed for countless leagues...

KHYSTYM,
TODAY. ■

STRIKE,
AVENGERS!
STRIKE HARD --
AND SURE!

WE MUST
FORCE THESE
UNNATURAL
CREATURES BACK,
LEST THEY
OVERWHELM
US -- AND AFTER
US, THE
WORLD!

THOR!

THEY'RE
SURROUNDING
US -- BOXING
ME IN --!

GLOBAL PRESENCE

KURT BUSIEK WRITER ALAN DAVIS PENCILER MARK FARMER INKER
TOM SMITH COLORS RICHARD STARKINGS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
MARC SUMERAK ASSISTANT EDITOR TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



IT WAS ONLY HOURS AGO --

QUICKSILVER!

I HAVE YOU, FIREBIRD! BUT THIS BATTLE -- WE'RE ACCOMPLISHING NOTHING!

-- THAT THE TIME TRAVELING KANG THE CONQUEROR ADDRESSED THE U.N. AND SPOKE OF DANGEROUS FUTURES OF THREATS HE'D WITNESSED.

HE SPOKE OF A MENACE FROM THE EAST --

CAPTAIN AMERICA! THE ONLY WAY TO STOP THESE RADIOACTIVE FREAKS IS AT THE SOURCE, BY GETTING TO THE PRESENCE!

BUT WE CAN'T GET THROUGH THEM IF WE CAN'T FIGHT THEM --

-- AND THEY'RE SOAKING UP THOR AND FIREBIRD'S POWER LIKE IT'S A COOL DRINK!

THERE MUST BE ANTI-RADIATION FOAM BACK AT THE SENTRY STATIONS ON THE BORDERS OF THIS HELLISH PLACE -- MAYBE THAT WILL HAVE AN EFFECT!

-- A MENACE WHOSE VERY TOUCH WOULD BE POISONOUS -- WOULD TRANSFORM OTHERS INTO BEINGS LIKE THEM.

HE SAID THAT IF UNCHECKED, THIS THREAT OR OTHERS WOULD END HUMANITY -- AND ONLY HE COULD GUIDE THE WORLD THROUGH THE DANGERS TO COME.

GOOD THINKING, PIETRO! GO!

YES, I'VE LEARNED A LOT ABOUT TACTICS, THOR...

...IN THE TIME I WAS BECOMING A FAILURE AS A HUSBAND AND A MAN...

~ IT APPEARS THAT KANG MAY HAVE BEEN RIGHT...

BLACK KNIGHT! INCOMING -- TWO O'CLOCK!

AYE -- QUICKSILVER'S TIME IN THE INHUMANS' MILITIA HATH SERVED HIM WELL. HE THINKS LIKE A LEADER OF MEN.

AND AS THESE AVENGERS BATTLE WHAT WAS ONCE THE SCIENTISTS, SOLDIERS AND SUPER HEROES WHO INVESTIGATED THE FORBIDDEN ZONE --

PRINCE EDWARD ISLAND,
CANADA. ■

CHOOM RAK ATTAT

BUT THAT WASN'T ALL KANG
SAID.

HE ALSO ANNOUNCED HE WOULD
CONQUER THE WORLD IN ORDER
TO SAVE IT -- AND THAT ANYONE
WHO SEIZED TERRITORY IN HIS
NAME WOULD HAVE A PLACE IN
THE NEW ORDER.

JACK OF HEARTS!
WANDA! CONCENTRATE
ON THE MONSTER --
HE'S THE KEY TO
DRIVING THE INVADERS
BACK!

TRIATHLON --
YOU AND I WILL
FOCUS ON THE
TROOPS!

FINE BY
ME, WASP --
THESE BUBBLE-
HEADS ARE
MORE MY SPEED,
ANYWAY!

AMONG THOSE WHO
TOOK KANG UP ON
HIS OFFER --

-- WAS ATTUMA, THE
USURPER WARLORD
OF ATLANTIS.

THIS GUY'S
NO SLOUCH,
SCARLET WITCH!
AND IF I REALLY
OPEN UP --

-- IT
COULD
ENDANGER THE
CANADIAN
TROOPS!

FALL
BACK, THEN --
LET ME TRY TO
REACH HIS MIND!
MAYBE I CAN
PUT HIM
TO --

BLAST
IT -- WHERE'S
HANK?!

WE COULD
REALLY USE
THE STRENGTH
OF GOLIATH
RIGHT
ABOUT --

-- AAH!

SSSSSSSSSS

KRAKT

HEY,
FELLAS!

HOPE YOU
CAN GET A *REFUND*
FROM WHOEVER SOLD
YOU THESE BIG OL'
ROBO-TANKS --
-- 'CAUSE
BABY, THIS ONE
IS *TOAST*!

AAAAAAHH

— THIS ONE AT THE HANDS
OF THE HIDDEN OFFSHOOT
OF HUMANITY KNOWN AS
THE *DEVIANTS*.

FALL
BACK! FALL
BACK!

WE
MUST *REGROUP!*
BUT WE SHALL *STILL*
KNOW TRIUMPH IN THIS
BATTLE! THE *DEVIANTS*
KNOW *NO FEAR* -- AND
WILL *NEVER* BE
DEFEATED!

SURE,
SURE.

THAT'S WHY
YOU'RE *SCUTTLE*
BACK UNDERGROUND
LIKE *ROACHES*,
RIGHT?

PAM PAM PAM

HERE, LET
ME HELP YOU
ALONG --!

AND
SOON...

OKAY,
THAT'S *THAT* --
FOR NOW.

I DON'T
KNOW WHY
THERE ARE *DEVIANTS*
IN *CHINA*, BUT WE'LL
HAVE TO GO IN *AFTER*
THEM, ONCE WE'VE
CAUGHT OUR
BREATH.

*BLACK
WIDOW*, CAN YOU
TELL THE *CHINESE*
TROOPS WHAT WE'RE
UP TO -- *COORDINATE*
WITH THEM? MY
CHINESE IS A LITTLE
RUSTY...

OF
COURSE,
WARBIRD.



WARBIRD -- HOW ARE YOU DOING?

I THINK WE'RE DOING FINE, VISION.

THIS SQUAD HASN'T HAD MUCH EXPERIENCE WORKING TOGETHER, BUT I'M GLAD SILVERCLAW, THE SHE-HULK AND THE WIDOW WERE AVAILABLE --

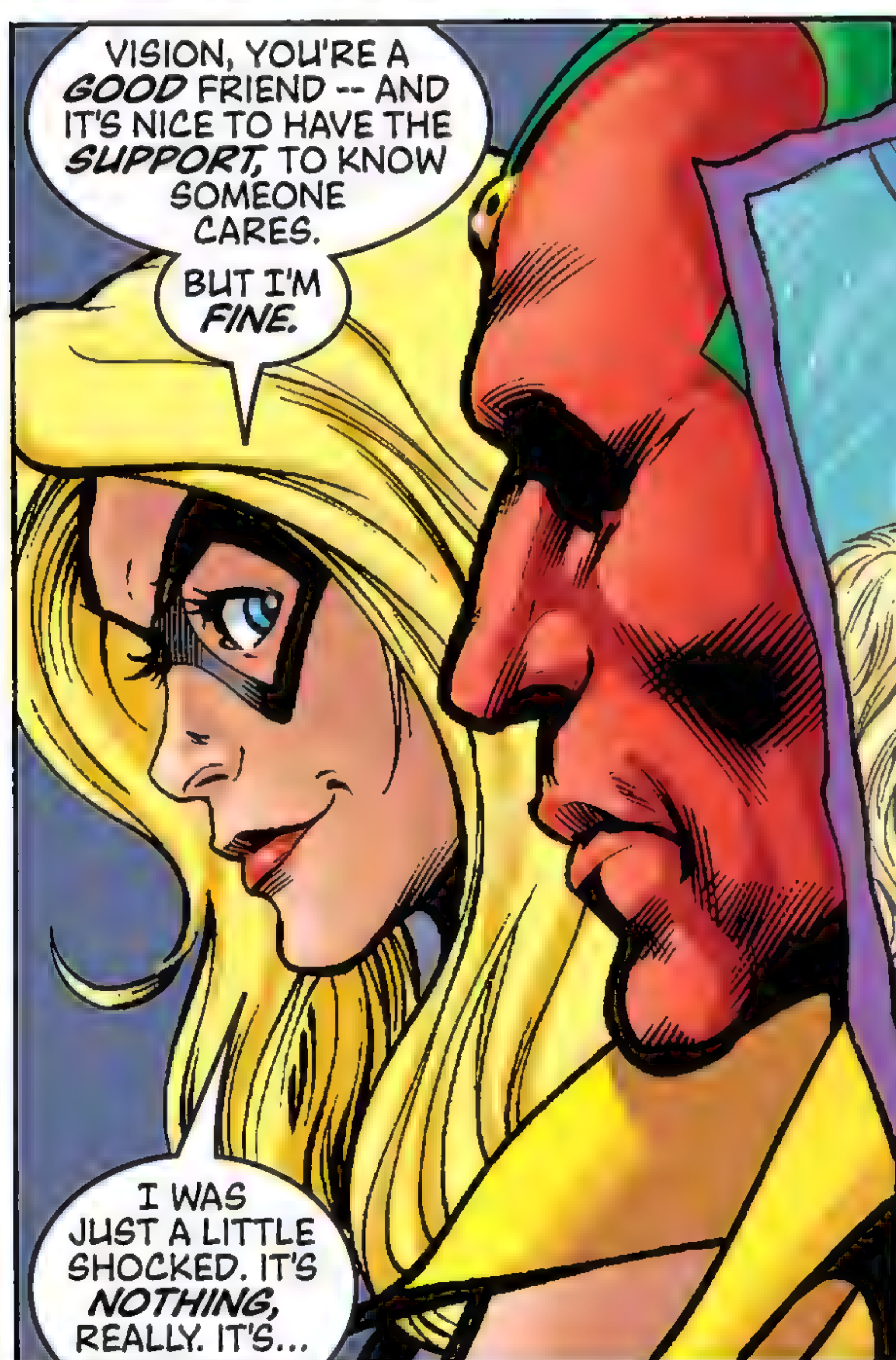


-- AND WE'VE GOT THE SITUATION UNDER CONTROL FOR THE MOMENT, WE'VE GOT AN ATTACK PLAN...

THAT IS... NOT WHAT I MEANT, CAROL.

YOU HAVE FOCUSED ON THE MISSION SINCE WE LEFT NEW YORK, ALLOWING NOTHING ELSE TO ENTER YOUR MIND. I THINK THAT IS A REACTION --

-- TO THE UNEXPECTED APPEARANCE OF THE SCARLET CENTURION. THAT MUST BE... TROUBLING...



VISION, YOU'RE A GOOD FRIEND -- AND IT'S NICE TO HAVE THE SUPPORT, TO KNOW SOMEONE CARES.

BUT I'M FINE.

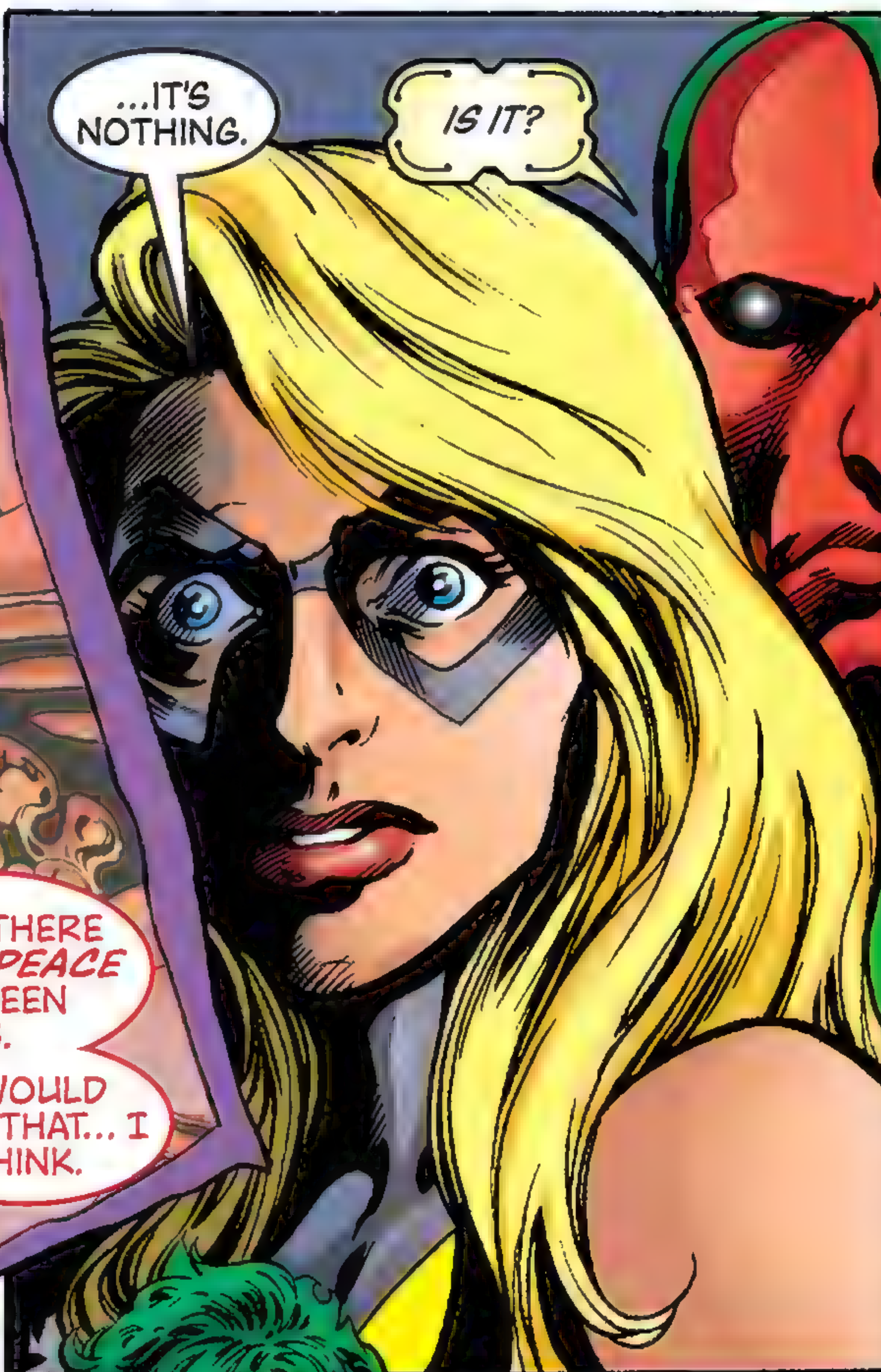
I WAS JUST A LITTLE SHOCKED. IT'S NOTHING, REALLY. IT'S...



I REGRET THE NECESSITY FOR THIS. PERHAPS IT WILL BE OVER SOON --

-- AND THERE WILL BE PEACE BETWEEN US.

I WOULD LIKE THAT... I THINK.



...IT'S NOTHING.

IS IT?



I... NO.

SOME FIGHT, HUH, SILVERCLAW? I'LL TELL YOU, WHEN JAN CALLED, I'D BEEN IN DEPOSITIONS ALL WEEK --

-- AND MAN, IT FEELS GOOD TO BREAK THINGS!



IT'S WORKING! IT'S WORKING!

JUST REMEMBER, THESE ARE THE *WINTER GUARD* -- AND INNOCENT *SCIENTISTS*! THEY'RE NOT *THEMSELVES*!

WE WANT TO *STOP* THEM -- NOT *KILL* THEM!

WE ARE SURROUNDED BY *DEADLY FOES* -- OUR AVENUE OF *RETREAT* CUT OFF -- AND YOUR FIRST THOUGHT IS OF *THEIR* SAFETY?

IT'S *GOOD* TO BE AN AVENGER AGAIN...!

ENOUGH *CHATTER*! FIGHT CAREFULLY -- DON'T *WASTE* THE *FOAM*! IT'S THE ONLY WEAPON WE'VE --



PFAM

PFAM

AH!

EH?

PFAM

PFAM

THE *CANISTERS* -- IT'S AS IF THEY'RE BEING *SUPER-HEATED* FROM INSIDE, BY *MICROWAVES*, OR --

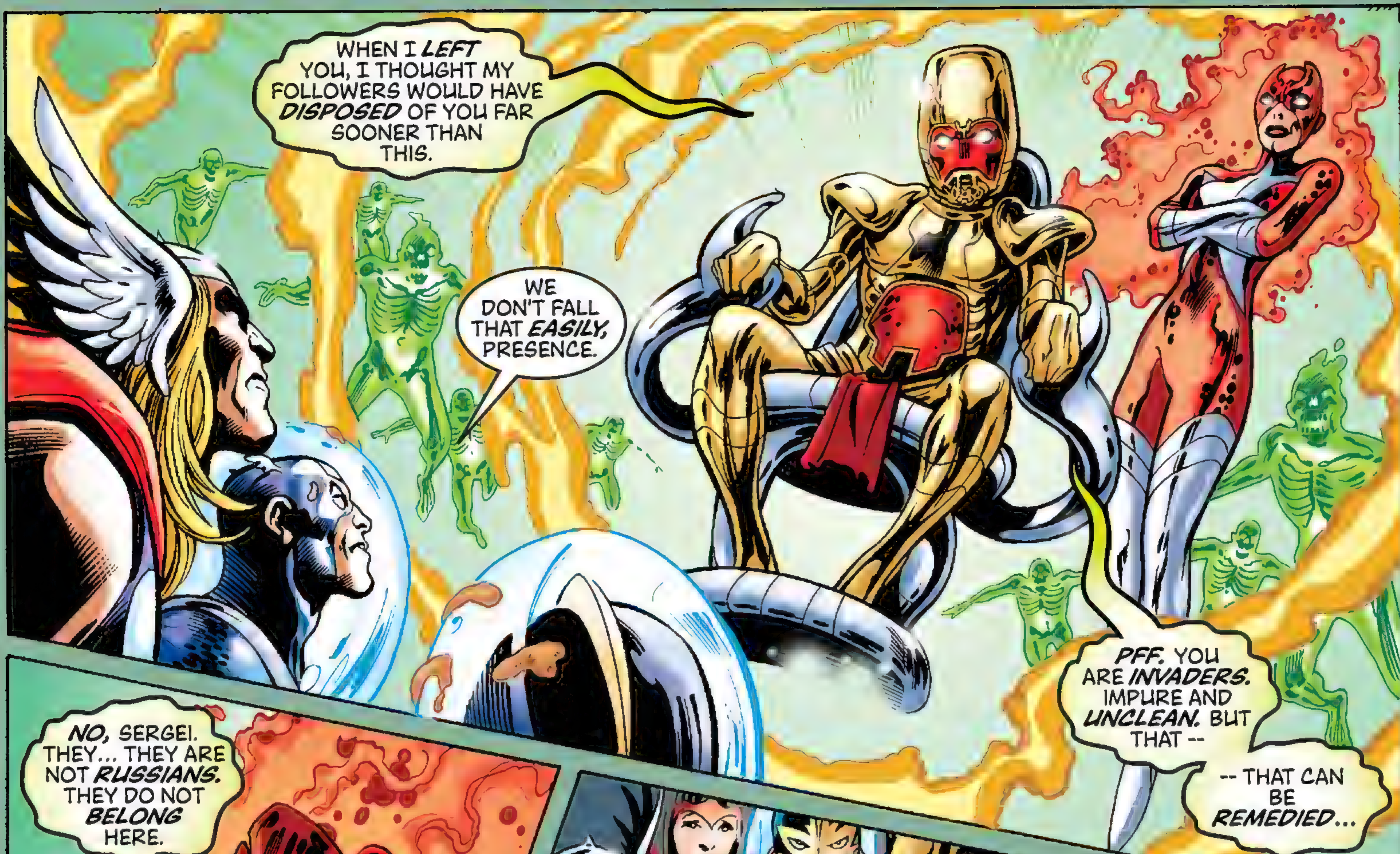
CAP!

YOU STILL *LIVE*, AVENGERS?



OH YEAH.

OR BY *HIM*.

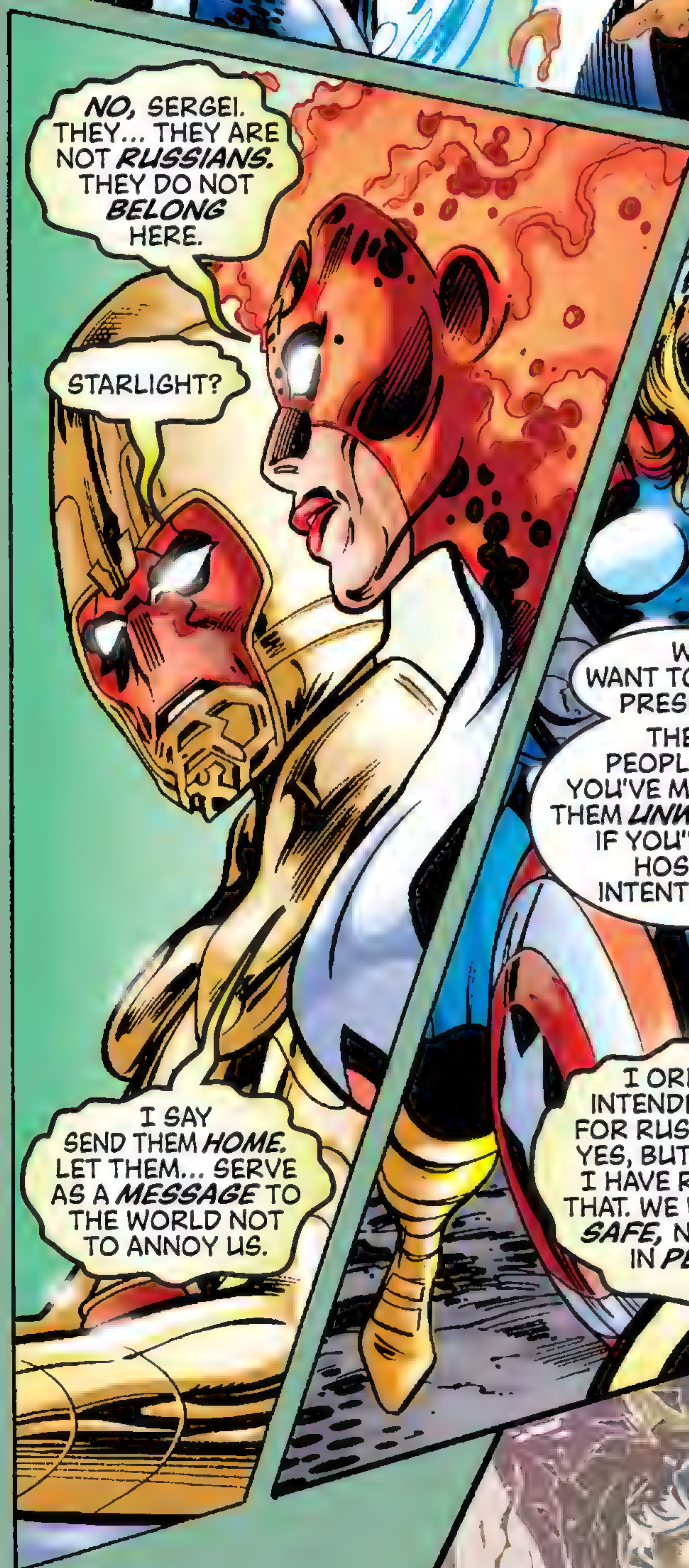


WHEN I LEFT
YOU, I THOUGHT MY
FOLLOWERS WOULD HAVE
DISPOSED OF YOU FAR
SOONER THAN
THIS.

WE
DON'T FALL
THAT *EASILY*,
PRESENCE.

PFF. YOU
ARE *INVADERS*.
IMPURE AND
UNCLEAN. BUT
THAT --

-- THAT CAN
BE
REMEDIED...



NO, SERGEI.
THEY... THEY ARE
NOT *RUSSIANS*.
THEY DO NOT
BELONG
HERE.

STARLIGHT?

I SAY
SEND THEM *HOME*.
LET THEM... SERVE
AS A *MESSAGE* TO
THE WORLD NOT
TO ANNOY US.



WE
WANT TO *TALK*,
PRESENCE.
THESE
PEOPLE -- IF
YOU'VE MUTILATED
THEM *UNWILLINGLY*,
IF YOU'VE GOT
HOSTILE
INTENTIONS...

I
THINK *NOT*,
STARLIGHT.

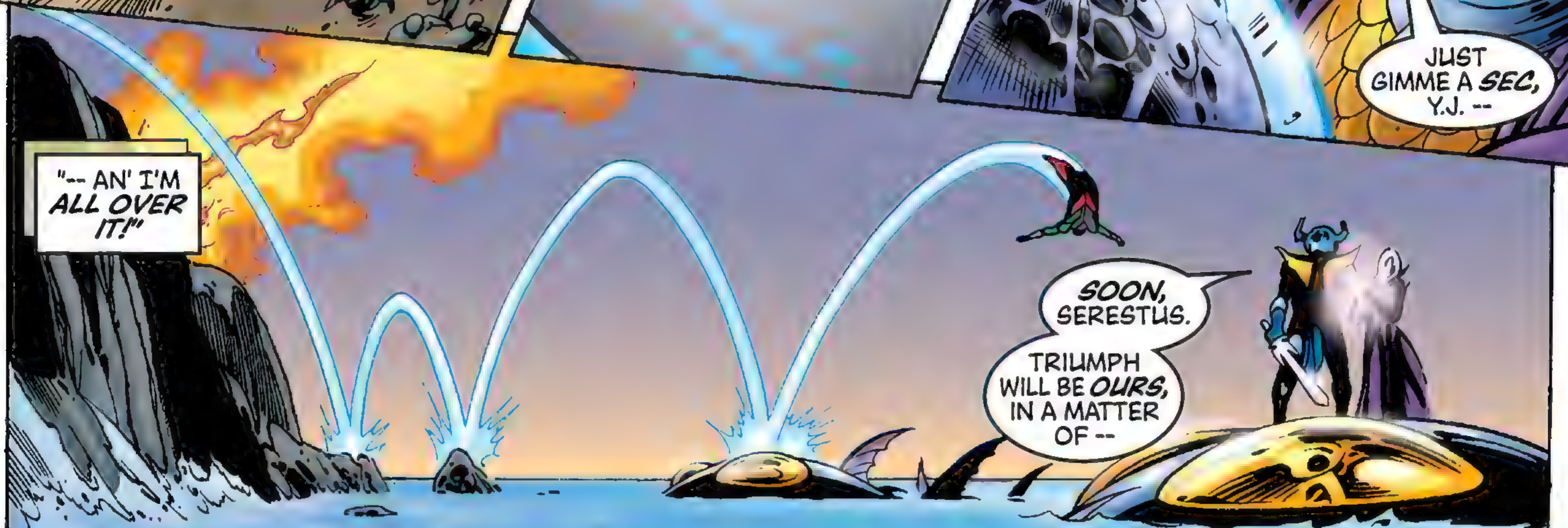
I ORIGINALLY
INTENDED MY GIFT
FOR *RUSSIA ALONE*,
YES, BUT YOU KNOW
I HAVE RETHOUGHT
THAT. WE WILL NOT BE
SAFE, NOT BE LEFT
IN *PEACE* --

-- NOT
WHILE ANY
OPPOSE
US!



AND THE AVENGERS FEEL
THEIR SKIN BURN AWAY --

-- THEIR HEARTS
RUPTURE --!





SERESTUS,
BLAST
YOU --!

... IS
TAKING A NICE,
REFRESHING
DIP!

SPLSHH

AND,
LATER...

WITHOUT
THE *MONSTER*,
THEY RETREATED.
AND WITH ANY
LUCK, *IT* WON'T
BE COMING
BACK.

YES,
BUT THE
ATLANTEANS
WILL --

-- ATTUMA'S
TOO WRAPPED
UP IN EGO TO
JUST WALK
AWAY.

STILL, IF THINGS GO AS I *HOPE*, WE
MIGHT BE ABLE TO COVER THIS WITH
FEWER AVENGERS -- HANDLE SOME
OF THE *OTHER* TROUBLE
SPOTS...

HI,
BABE!

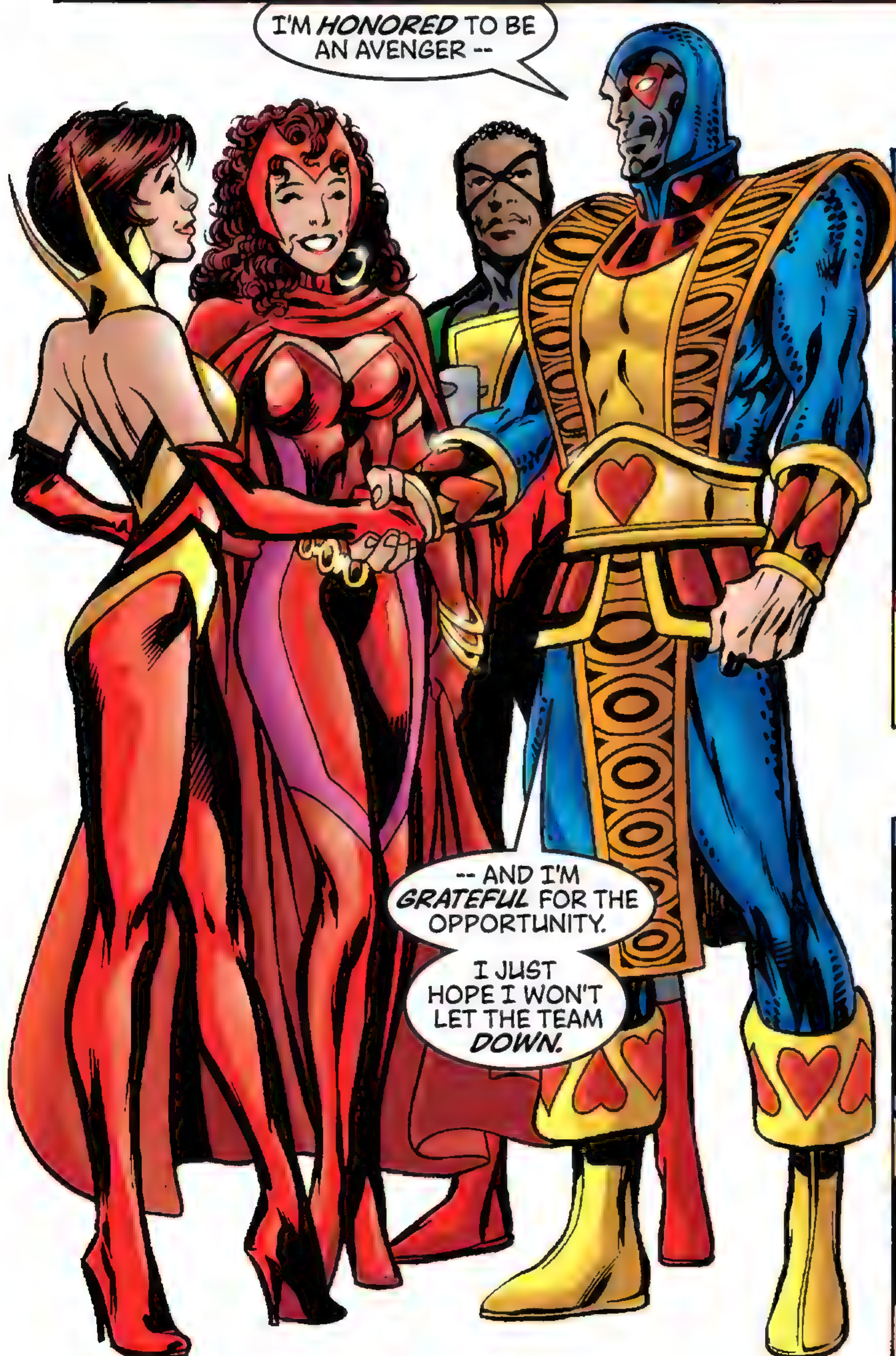
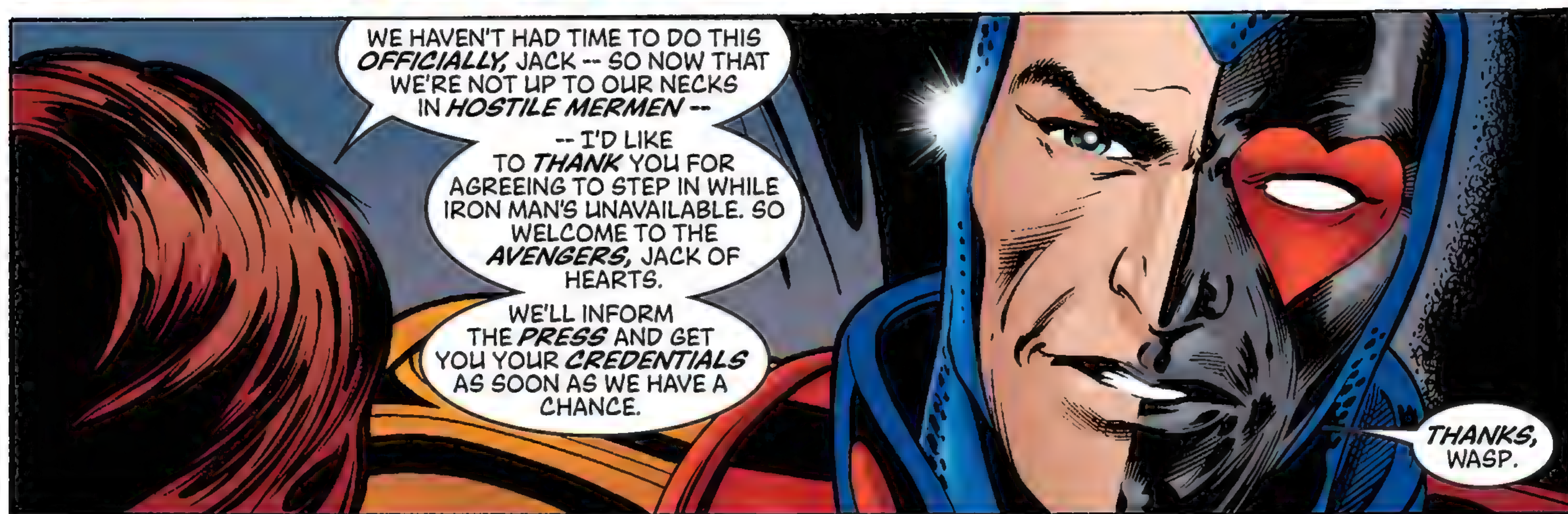
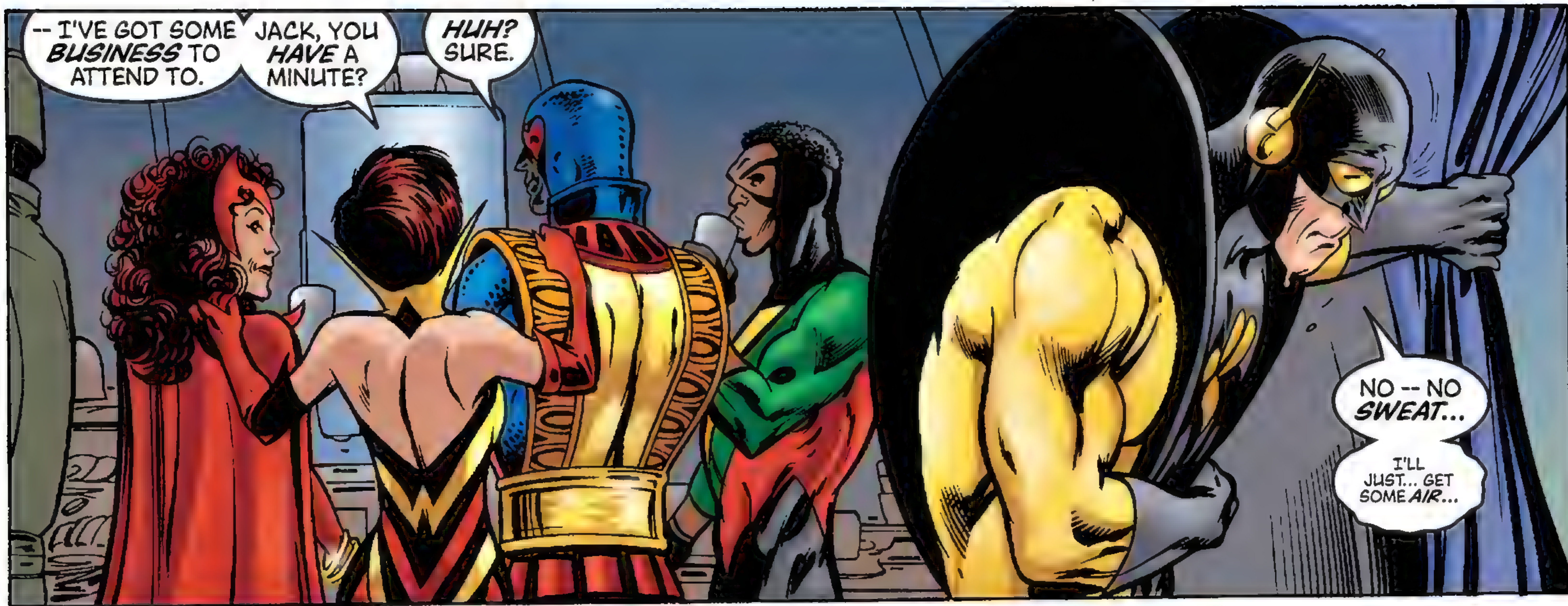
EXCUSE ME,
GENTLEMEN.

WHAT, NO SUGAR FOR
THE *KING*? I THINK I
WAS PRETTY KEY OUT
THERE TODAY.

YOU DID *FINE*, HANK.
BUT WHY THE IDENTITY
CHANGE? AND... WHY
YELLOWJACKET? WE
NEEDED STRENGTH,
NOT --

AW, I
JUST *FELT* LIKE
IT. AND THINGS
WORKED OUT,
RIGHT?

WE... NEED TO *TALK*,
HANK. BUT LATER.
RIGHT NOW --



"-- THAT'S
DEFINITELY
FOR ME."

STINGRAY!

GOOD
EVENING, JAN.
I GOT YOUR *CALL*,
AND CAME AS SOON AS
I COULD. I'M MOSTLY
ACTIVE AS AN
OCEANOGRAPHER,
THESE DAYS --

-- BUT IF THE
AVENGERS *NEED*
ME, I'M HERE. WHAT
DO YOU *NEED*?

IT'S *ATTUMA*,
WALT. WE WANT TO
CUT HIS *SUPPLY*
LINES --

-- AND I
THINK YOU'RE
BEST *SUITED*
TO THAT...

HMM.

THE
AVENGERS HAVE
CHANGED --

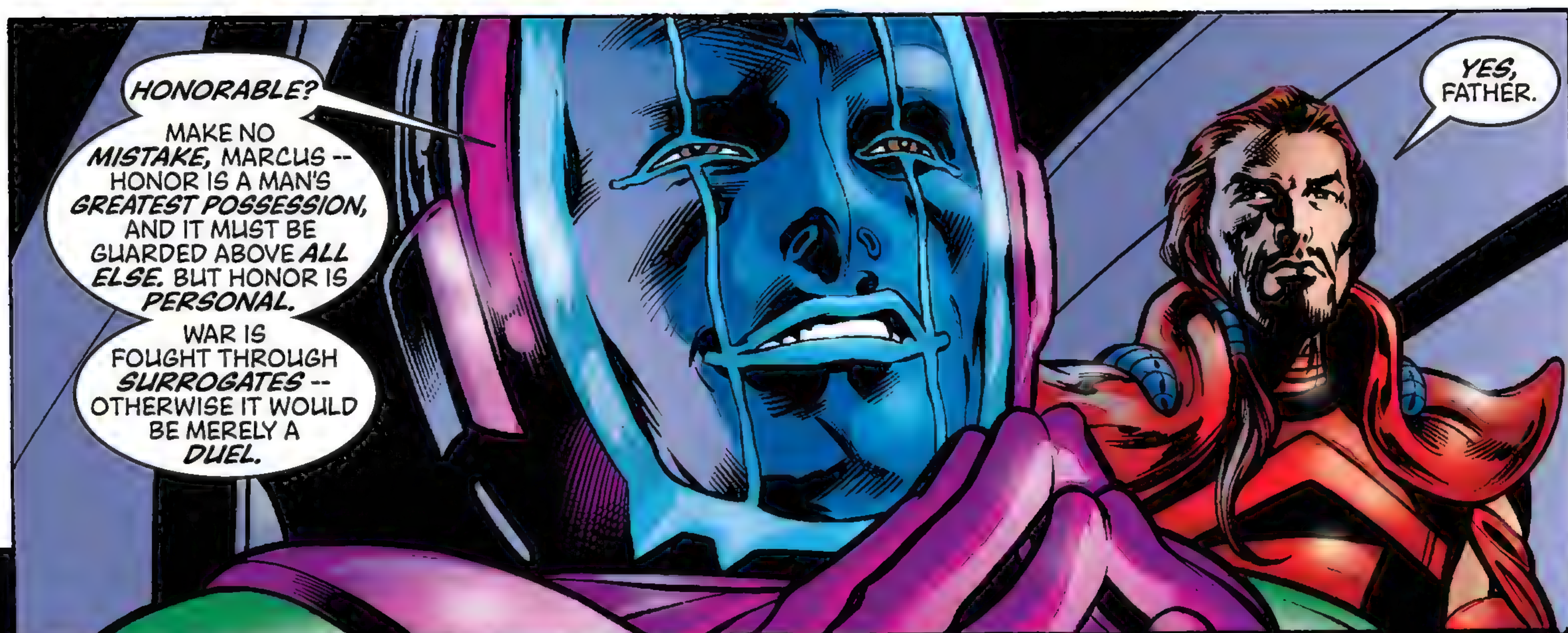
-- THEY
ARE MORE
SUITED
TO GLOBAL
CRISIS.

STILL,
THEY HAVE
MUCH TO *COPE*
WITH --

-- *A.I.M.* IN
AFRICA, THE WIZARD
IN *SÃO PAULO*, ARMED
UPRISINGS ON ALL
CONTINENTS, AND
MORE --

ALL AS
YOU *WISHED*,
FATHER.

BUT --
IT DOES NOT
SEEM *HONORABLE*,
LETTING OTHERS
FIGHT OUR BATTLES
FOR US.



HONORABLE?

MAKE NO MISTAKE, MARCUS -- HONOR IS A MAN'S GREATEST POSSESSION, AND IT MUST BE GUARDED ABOVE ALL ELSE. BUT HONOR IS PERSONAL.

WAR IS FOUGHT THROUGH SURROGATES -- OTHERWISE IT WOULD BE MERELY A DUEL.

YES, FATHER.

LISTEN CAREFULLY, MY SON, FOR THIS IS NOT SOMETHING YOU SHOULD MISTAKE.

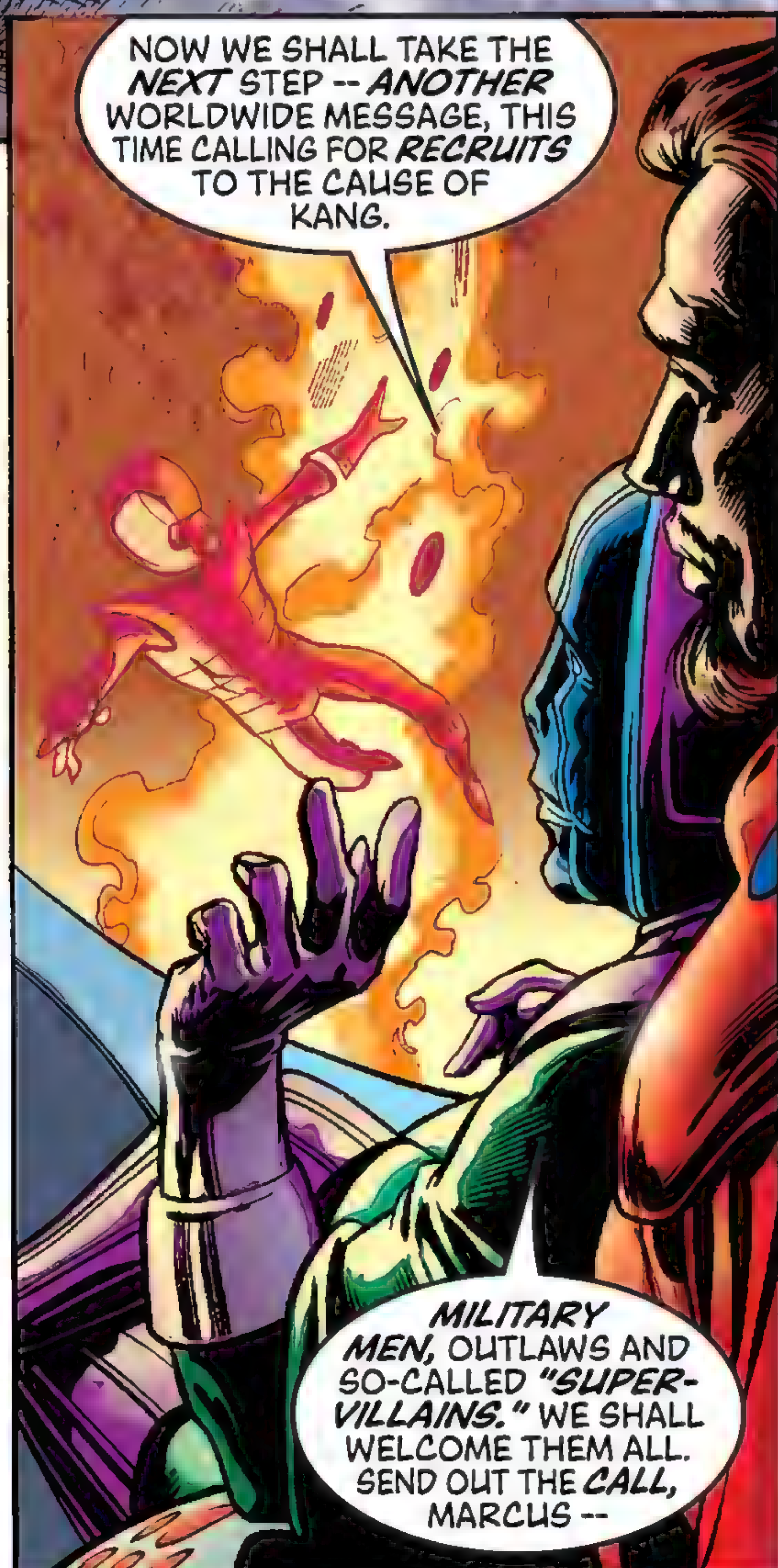
THE TRUE COMMANDER USES ALL FACTORS THAT INFLUENCE THE OUTCOME OF A BATTLE, NOT JUST THE MOVEMENTS OF ARMIES.

I DID NOT WISH TO TAKE ADVANTAGE OF THE AVENGERS' WEAKNESS -- BUT I HAVE NO HESITATION IN CAUSING WEAKNESS. THAT IS OUR GOAL.



WE DID THIS -- WE SET THESE FORCES IN MOTION, IN ORDER TO SOW DISSENSION AND CHAOS. AND IT IS WORKING.

THE FORCES OF THIS TIME ARE SCATTERED, AND THEY ARE UNABLE TO ORGANIZE A CONCERTED DEFENSE.



NOW WE SHALL TAKE THE NEXT STEP -- ANOTHER WORLDWIDE MESSAGE, THIS TIME CALLING FOR RECRUITS TO THE CAUSE OF KANG.

MILITARY MEN, OUTLAWS AND SO-CALLED "SUPER-VILLAINS." WE SHALL WELCOME THEM ALL. SEND OUT THE CALL, MARCUS --



-- PROVIDING CONTACT PLACES AND TIMES FOR THEM TO CONGREGATE.

BUT -- WE HAVE AN ARMY, FATHER --

-- MASSED IN THE FUTURE, AWAITING OUR CALL!



YES, WE DO. BUT AGAINST AN INVADING ARMY, A POPULACE UNITES, BECOMING STRONGER. AGAINST THEIR OWN, HOWEVER --

-- THEY HESITATE, CHOOSE SIDES -- AND INEVITABLY, ARE LOST. NOW GO.

YES, FATHER...

CHINA.

THE CHINESE SEEM TO THINK WE'RE **INSANE**, TAKING ON THE DEVIANTS ALONE. BUT THEY'RE NOT GOING TO **STOP** US.

THEY'VE GOT NO GREAT LOVE FOR **ME**, AND AS FAR AS THEY'RE CONCERNED, THE REST OF US ARE TAINTED BY ASSOCI --

WARBIRD! I SENSE SEISMIC ACTIVITY -- STRONG, LOCAL AND INCREASING!

WHAT -- ?

WHAT HE'S TRYING TO SAY, FEARLESS LEADER, IS --

AND FOR A QUARTER-MILE IN ALL DIRECTIONS, THE GROUND HEAVES, BUCKLES, AND --

EARTHQUAKE!

KRAKKKKMMMM

HEY!

MY SENSORS INDICATE THAT THE EFFECT IS FADING, WARBIRD.

BUT THE ENTIRE VILLAGE IS NO MORE -- IT HAS BEEN DROPPED BENEATH THE EARTH'S SURFACE.



BUT -- BUT
EARTHQUAKES
DON'T JUST *START*
AND *STOP* LIKE
THAT! WHAT
COULD
HAVE -- ?

THE *DEVIANTS*,
SILVERCLAW --

-- IT WAS THE
DEVIANTS.

YES,
HUMAN.
YOU ARE
IN *MY* DOMAIN
NOW --

-- SO
LET US SEE
HOW WELL YOU
FARE AGAINST
US *THIS*
TIME...

CANADA.

...PERHAPS
WE CAN SEND
HERCULES
TO SAO
PAOLO...

THE *HUMAN TORCH*
IS ALREADY ON HIS
WAY THERE, *WASP*.
THE GOVERNMENT
WANTS THE *AVENGERS*
TO CONCENTRATE
ON *KANG* --

-- MOUNT AN
ASSAULT ON HIM
AS SOON AS
POSSIBLE.

YOU'RE OUR *LIAISON*,
DUANE, AND IN THIS
CASE, WE'LL LET THE
FEDS MAKE THAT
CALL.

WE'RE STRETCHED
A LITTLE *THIN* RIGHT
NOW, BUT WE'LL DEAL
WITH HIM DIRECTLY
AS QUICKLY AS WE
CAN.

UNDERSTOOD.
MY ONLY FEAR --

-- IS THAT
THAT MAY
NOT BE SOON
ENOUGH...

MADAME
WASP!
QUICKLY! COME
QUICKLY!



WHAT ON EARTH--?
HANK!



HE WAS JUST OFFERING TO TEACH US "MADEMOISELLE FROM ARMENTIERES," MA'AM -- WHEN HE JUST GASPED AND FELL...

HE'S BARELY BREATHING -- HIS PULSE IS ERRATIC --

BLAST IT -- HE'D BEEN ACTING ODDLY, BUT I THOUGHT IT WAS JUST HIM GETTING HIS CONFIDENCE BACK! MAYBE IT WENT A LITTLE FAR, BUT --

OH, HANK -- WHAT'S HAPPENED TO -- ?



HANK!

HIS -- HIS HAND! HIS ARM!

HE'S -- TURNING TRANSPARENT -- STARTING TO FADE AWAY -- !



RUSSIA.

OHhhh...



I'M -- I'M ALIVE? BUT WHAT I FELT --

RADIATION OF THAT LEVEL -- IT SHOULD HAVE BEEN MORE THAN ENOUGH TO --

BONITA JUAREZ FALLS SILENT. SHE REMEMBERS --



-- REMEMBERS ANOTHER TIME SHE SHOULD HAVE DIED, BUT DID NOT. SHE HAD INGESTED ENOUGH POISON TO KILL ANYONE, BUT IT DID NOT AFFECT HER.

AND SHE WONDERS, ONCE AGAIN, WISHING SHE UNDERSTOOD THE LORD'S PLAN FOR HER, AND WHY SHE WAS CHOSEN TO RECEIVE THESE POWERS.



BUT SHE SHAKES HER HEAD, CLEARING IT. ENOUGH OF THIS. SHE IS AN AVENGER --

THOR? THOR, ARE YOU ALL RIGHT?

-- AND SHE HAS A JOB TO DO.



FIREBIRD?

GOOD. THE MADMAN'S LIGHTNING COULD NOT AFFECT ME, OF COURSE, BUT IF THOU ART HALE, THEN THE OTHERS MUST BE AS WELL.

I'M -- NOT SO SURE --



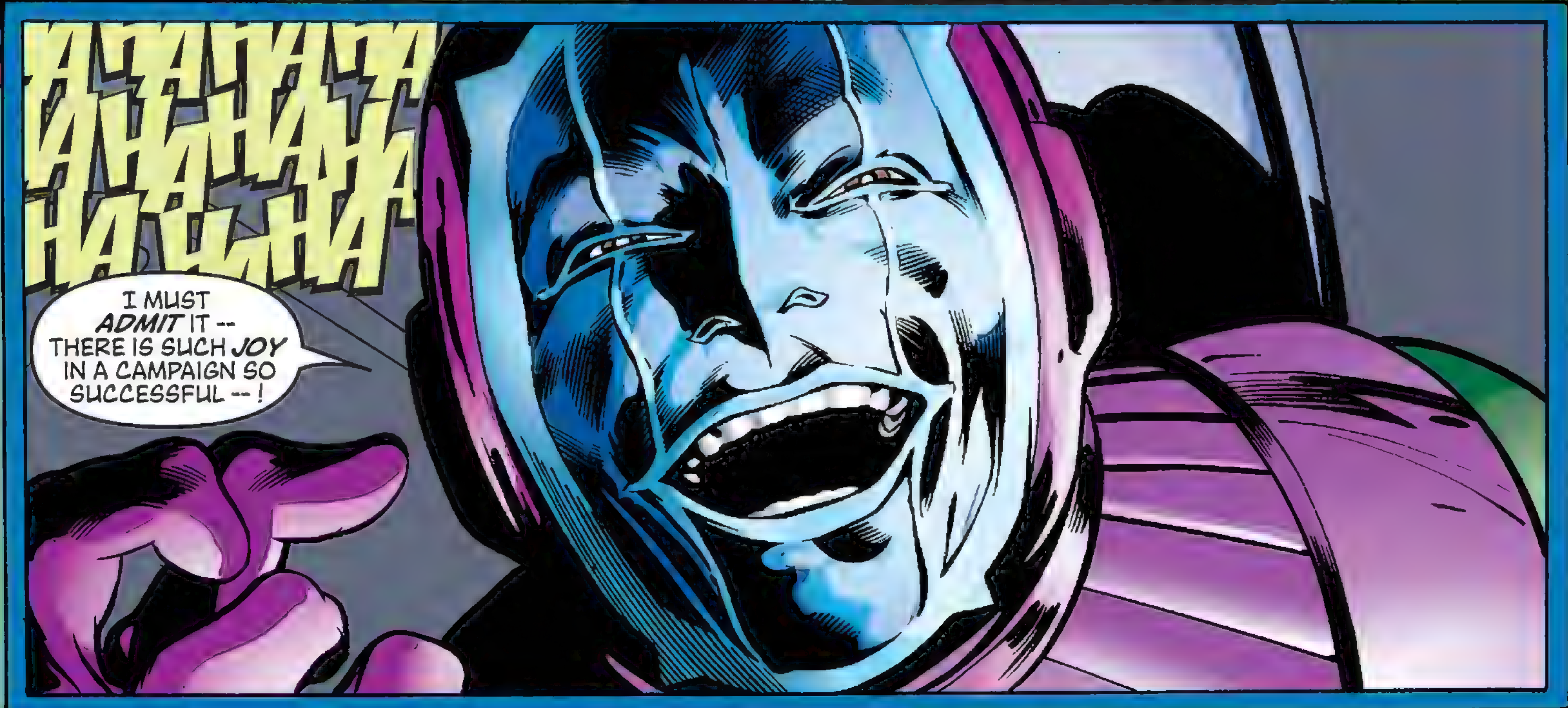
EH? NONSENSE, GIRL.

SEE -- CAPTAIN AMERICA RISES. HIS SHIELD MUST SURELY HAVE PROTECTED HIM -- AND THOU, NO DOUBT -- FROM THE ONSLAUGHT.



HO, CAPTAIN! LET US GATHER OUR FORCES, AND --

SHLLK--!!



DOWN AMONG THE DEAD MEN!

STINERAY, A.K.A. DR. WALTER
NEWELL, OCEANOGRAPHER
AND AQUABIOLIST.
INACTIVE AVENGER. ■

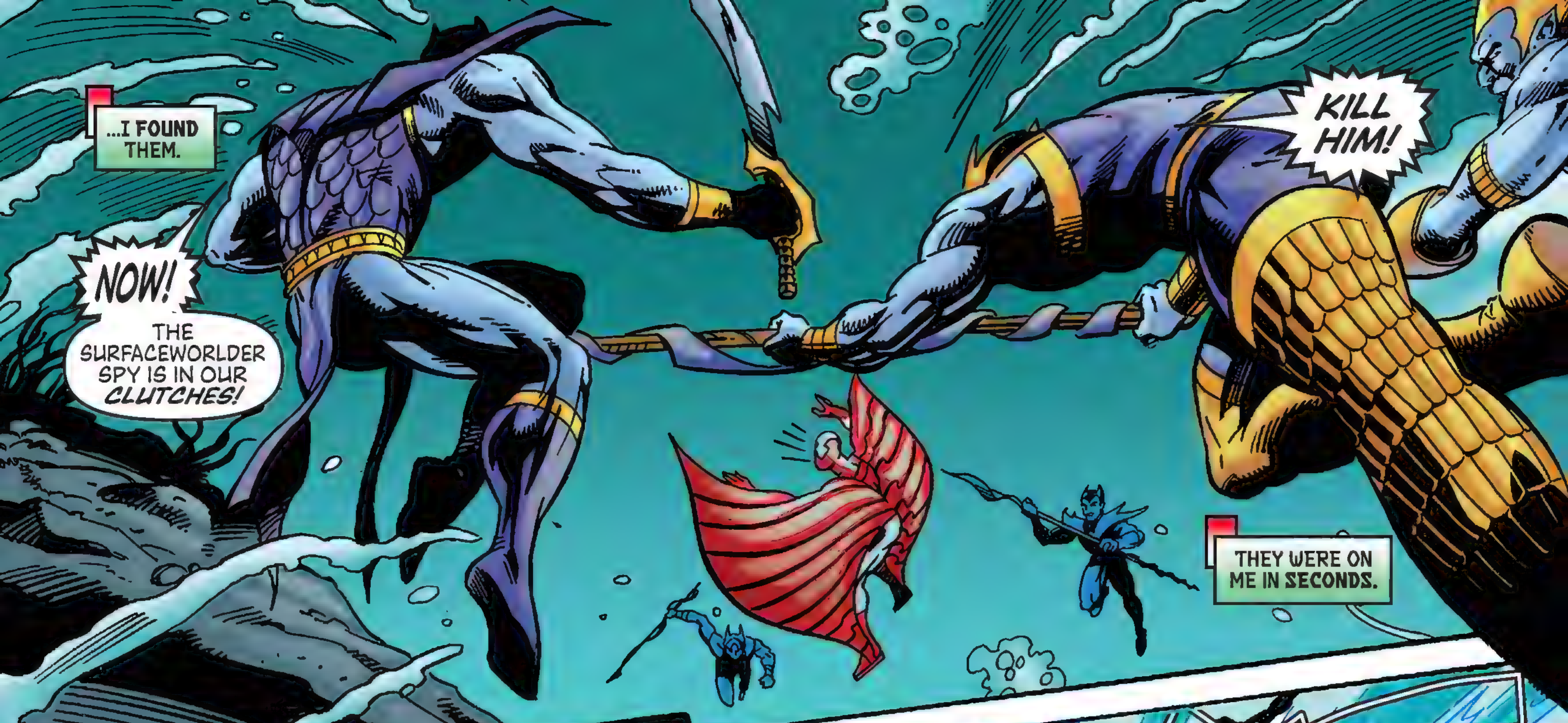
MISSION STATUS:
TEMP ACTIVE. ■

FROM HIS
ENCOUNTER
REPORT: ■

I PROCEEDED EAST
AND NORTH FROM
ROLLO BAY AS
REQUESTED,
SEARCHING FOR
ATTUMA'S FORCES.

APPROXIMATELY
FIVE MILES
OFFSHORE...

KURT BUSIEK WRITER MANUEL GARCIA & BOB LAYTON ARTISTS
TOM SMITH COLORS RICHARD STARKINGS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
MARC SUMERAK ASSISTANT EDITOR TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



...I FOUND THEM.

NOW!

THE SURFACEWORLDER SPY IS IN OUR CLUTCHES!

KILL HIM!

THEY WERE ON ME IN SECONDS.



SORRY, BOYS --

-- BUT I'M NOT IN YOUR TRAP --

MY BATTLE-SUIT COULD TAKE THE PUNISHMENT TEMPORARILY, AS I EXPECTED. AND I NEEDED THEM CLOSE...



-- YOU'RE IN MINE!

...OR ELECTRIFYING MY EXTERIOR WOULDN'T HAVE DONE MUCH GOOD.



AS IT WAS, A FEW OF THEM HAD HUNG BACK...

HE HAS DOWNED THE COMMANDER!

...BUT A FEW WELL-PLACED ELECTRO-BOLTS TOOK CARE OF THAT.

QUICKLY! QUICKLY! KILL HIM!

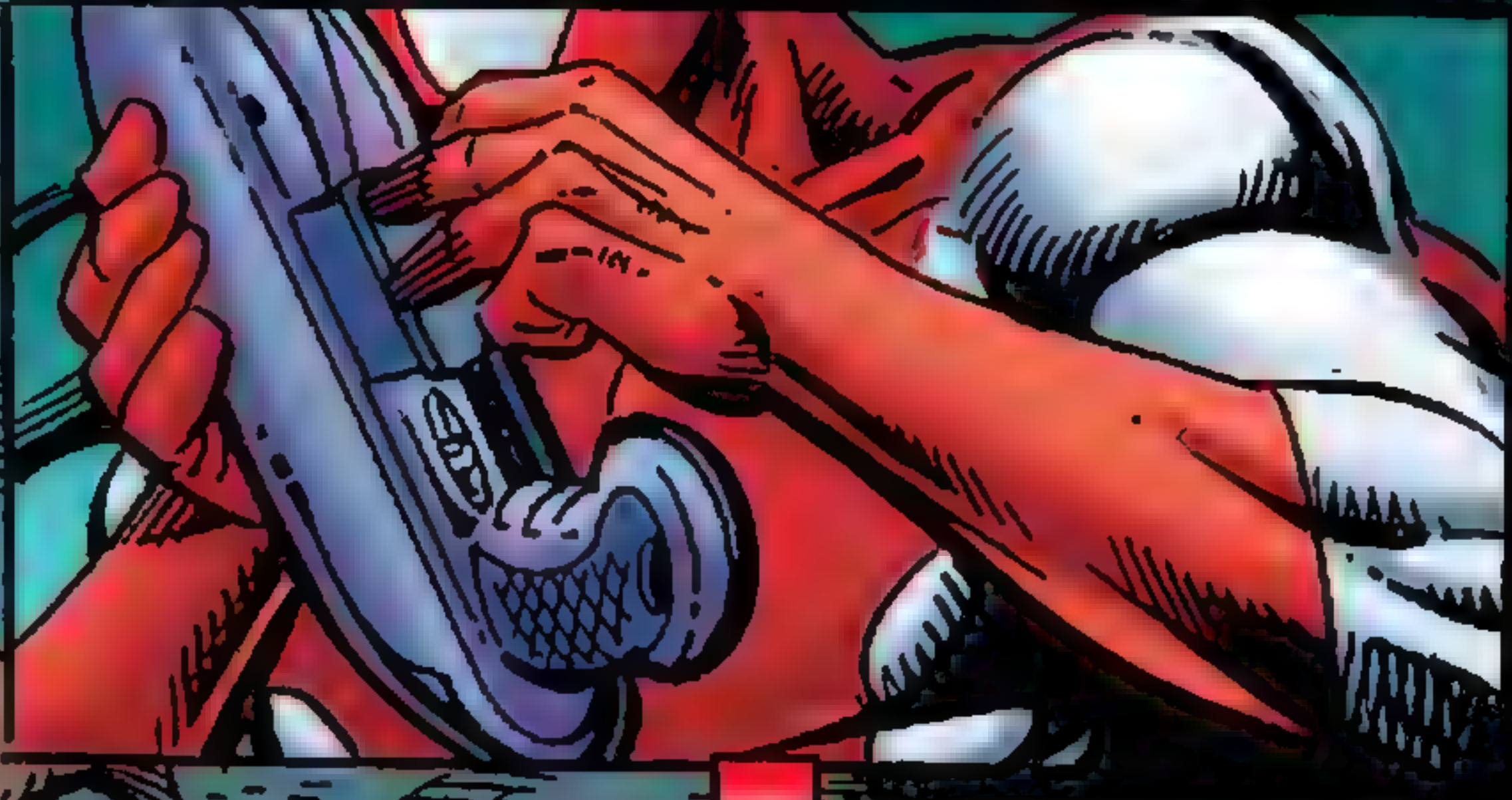
ZAKT
ZAKT
ZAKT

AAIIRRH!

UHH!



AND WHAT THEY WERE PROTECTING... WAS JUST WHAT WE EXPECTED. A PRE-FAB BLOCKHOUSE...



I COLLECTED THE POWER PACKS FROM THE AQUA-TROOPERS' GUNS...



...HOLDING THE PROCESSING PLANT ATTUMA'S FORCES ON THE SURFACE USED TO KEEP THEIR BREATHING HELMETS OXYGENATED AND FUNCTIONAL.

TARGET LOCATED.

...RECONNOITERED THE PLANT...



...AND CLEARED IT OF ALL ENEMY PERSONNEL.

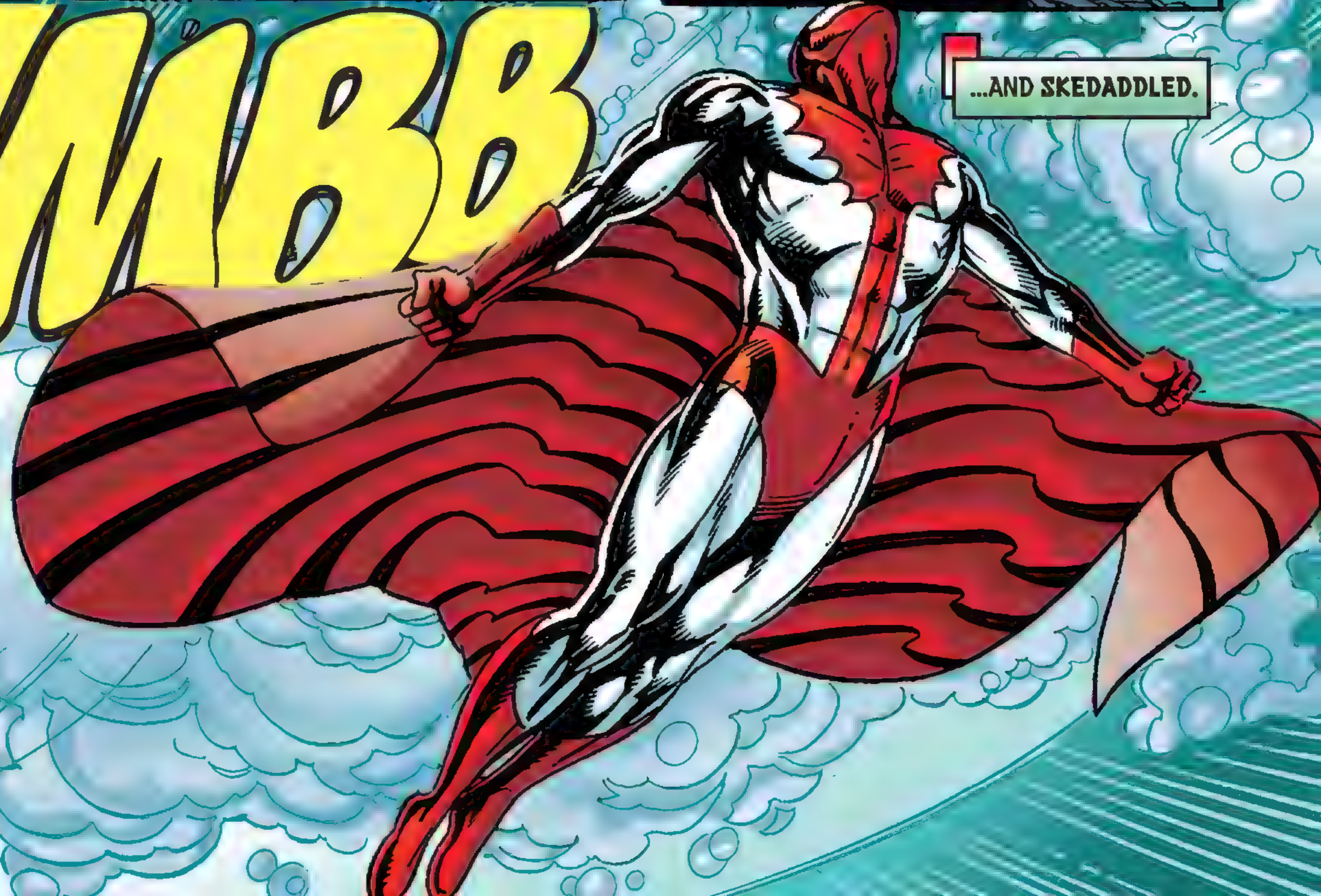


THEN I REWIRED THE POWER PACKS, PLANTED THEM WHERE THEY'D DO THE MOST GOOD...



...AND SKEDADDLED.

KHWWBBB



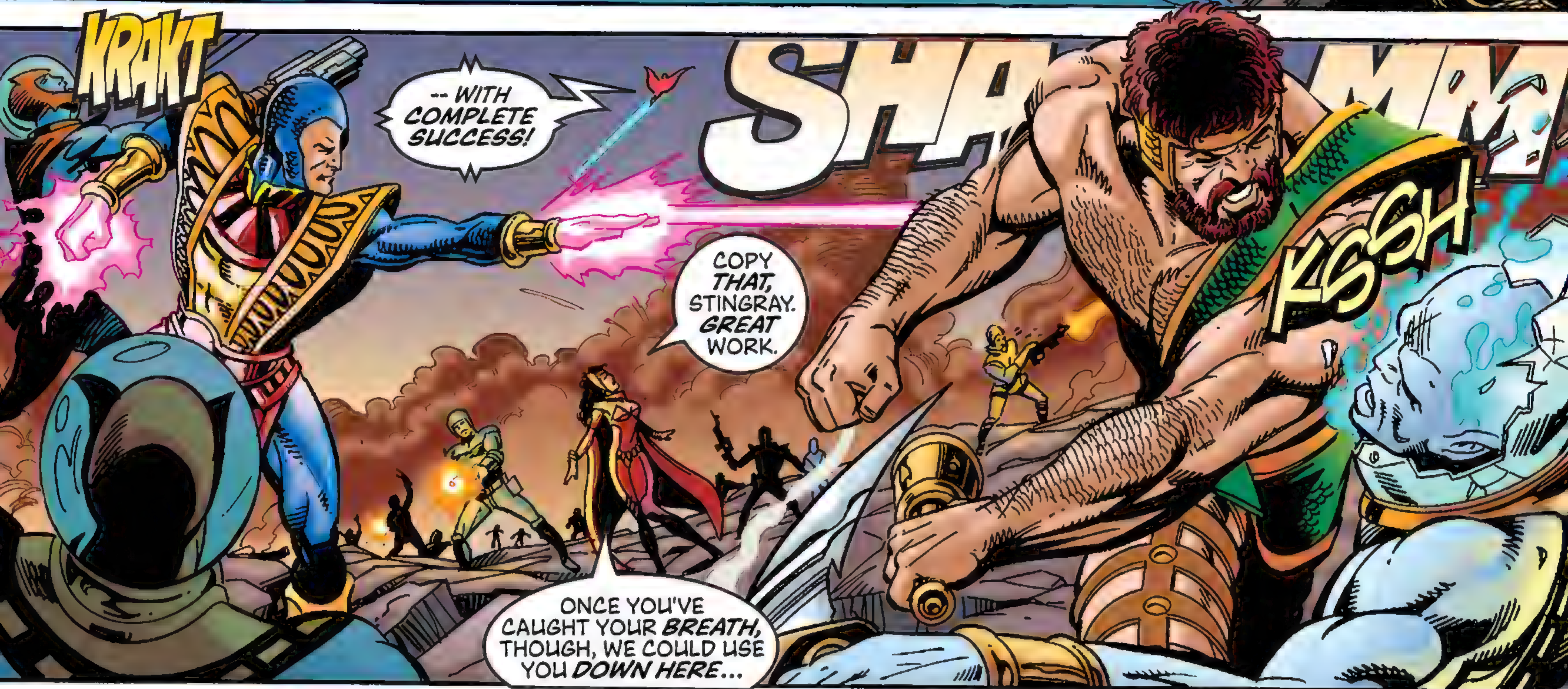
MY MISSION ACCOMPLISHED,
I RETURNED TO THE MAIN
OPERATION, AND REPORTED IN.

ROLLO BAY, PRINCE EDWARD ISLAND

AVENGERS TEMPORARY SQUAD BETA:
SCARLET WITCH (ACTING LEADER),
STINGRAY, JACK OF HEARTS,
HERCULES.

OBJECTIVE: REPEL
ATLANTEAN INVASION
OF CANADA.

STINGRAY TO
SCARLET WITCH.
COME IN, SCARLET
WITCH. MISSION
ACCOMPLISHED --



NEAR MUWEL, CHINA.

AVENGERS TEMPORARY SQUAD GAMMA:
HARBIRD (ACTING LEADER),
VISION, SILVERCLAW, BLACK WIDOW,
SHE-HULK.

OBJECTIVE: BLOCK INCURSION
OF DEVIANT FORCES FROM
UNDERGROUND.

NOT
GOOD, PALS
AND GALS -- NOT
GOOD AT
ALL.

THEY
DROPPED THE
WHOLE VILLAGE
UNDERGROUND. NOW
WE'RE ON *THEIR* TURF --
AND SURE, NUMBERS
DON'T COUNT FOR
MUCH AGAINST
US --

-- BUT THEY'RE
SURE HAPPY ABOUT
SOMETHING --!

THEY'VE
PROBABLY GOT
ORDINANCE THAT
CAN *OUTPOWER*
US, SHE-HULK, IF
THEY CAN PIN
US DOWN.

BUT I'VE
DONE SOME READING
IN U.S. *INTEL* FILES ON
THE DEVIANTS -- AND
I'M GOING TO TRY
SOMETHING...





WHO LEADS THIS RABBLE?!

I NAME YOU COWARD, HIDING BEHIND WEAPONS AND BODYGUARDS! COWARD AND WORSE! I NAME YOU UNFIT TO LEAD!

HUH? WHAT'RE YOU -- ?

SHH!

BY YOUR OWN RULES, WHICH DECREE THAT ONLY THE STRONG SHALL LEAD -- I CHALLENGE YOU TO SINGLE COMBAT --

-- FOR LEADERSHIP OF YOUR ARMY!



WELL?

I AM DULPUS! I LEAD HERE!

BUT A WOMAN CANNOT CHALLENGE FOR LEADERSHIP! NOR A HUMAN!

HAH!

OH?

AND DO YOU FEAR WOMEN, THEN, MIGHTY DULPUS?

DO YOU FEAR WOMEN AND HUMANS?

THERE IS A LOW MUTTERING AMONG THE DEVIANT SOLDIERS -- AND ALL EYES TURN TO DULPUS.

SHE HAS HIM. SHE KNOWS IT -- AND HE DOES, TOO.

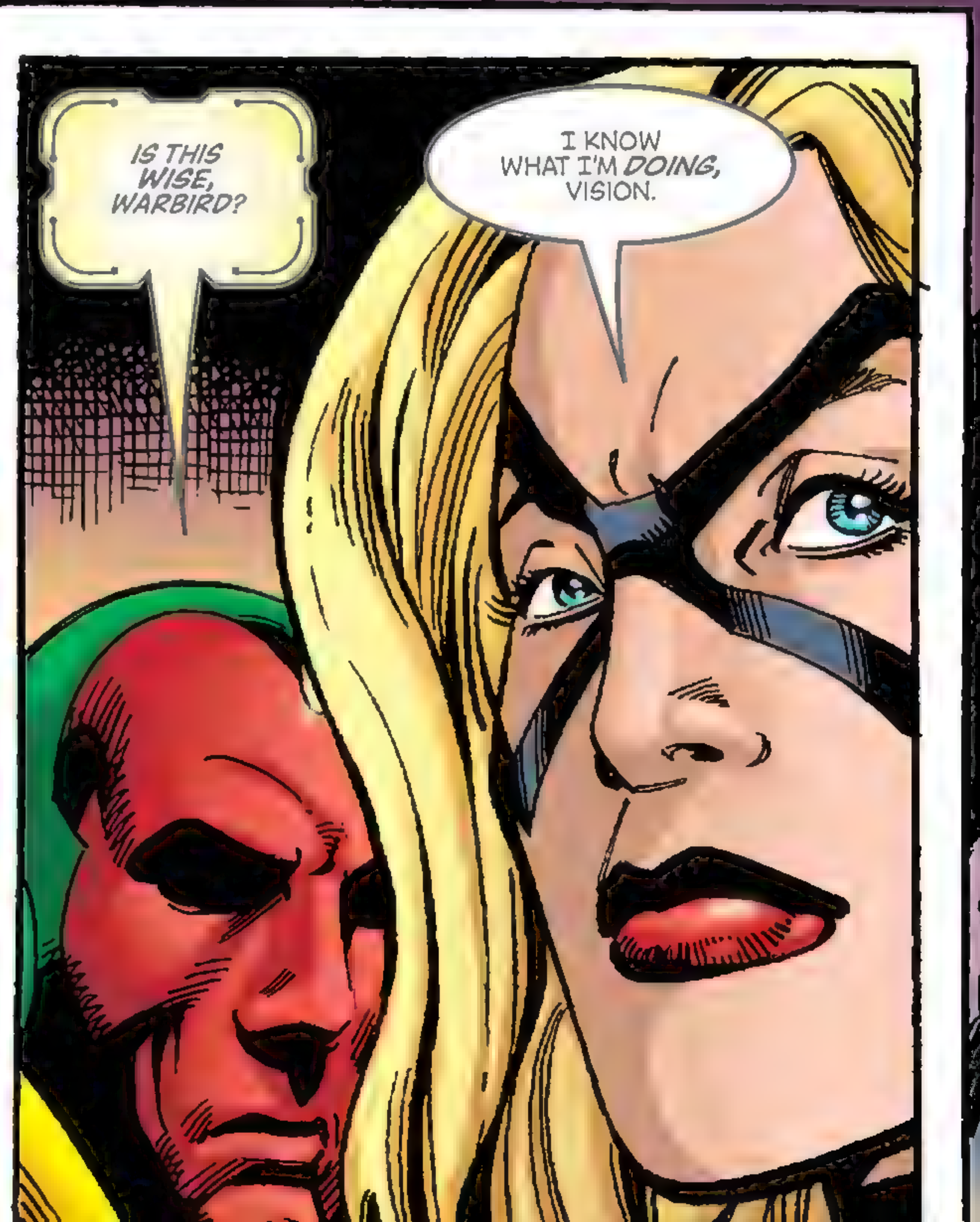


VERY WELL!

YOU SHALL BATTLE MY DESIGNATED CHAMPION, AS IS MY RIGHT AS LEADER! AND WHEN YOU FALL --

SLAVE
SLAVE
SLAVE

-- YOU SHALL BECOME MY BODY-SLAVE!



IS THIS WISE, WARBIRD?

I KNOW WHAT I'M DOING, VISION.

I MERELY
ASK --

-- IF YOU DO
THIS BECAUSE YOU
THINK IT THE BEST
STRATAGEM --

-- OR BECAUSE YOU ARE
STILL UNSETTLED AT THE
ATTENTIONS OF THE
SCARLET CENTURION,
IN NEW YORK, AND SEEK
TO ESCAPE YOUR OWN
THOUGHTS.

...

DOESN'T MUCH MATTER NOW, DOES
IT? EITHER WAY, I **BUST** THIS CLOWN
UP, WHOEVER IT IS -- AND WE ALL
GO HOME.

SO
BRING
IT ON --
BRING IT
ON!

I AM HERE,
HUMAN WOMAN.
I AM **GLOMM**,
DESIGNATED
CHAMPION OF
DULPUS.

WE
FIGHT
NOW,
YES?

OH GREAT. WHAT
IS HE, NINE
FEET TALL?

THIS MAY NOT
BE AS EASY AS I'D
HOPED...!

IKHISTYM, SIBERIA.

SHFOW KRAKK

FROM THIS FORBIDDEN ZONE, DEADLY
SPECTERS HAVE DRIFTED OUTWARD --
THE SKELETAL, RADIOACTIVE THRALLS
OF THE BEING KNOWN AS THE PRESENCE.

ALREADY SNEZHNOGORSK, NORILSK
AND ABATA ARE INFECTED -- THEIR
PEOPLE TRANSFORMED BY THE
SPECTERS' TOUCH, THEIR MINDS
GUISLIMED.

THE SPECTERS' DRIFT ON,
AND HERE, AT THE CENTER --

AVENGERS
TEMPORARY
SQUAD
ALPHA:

CAPTAIN AMERICA
(LEADER), THOR,
BLACK KNIGHT,
FIREBIRD,
QUICKSILVER.

OBJECTIVE:
INVESTIGATE
AND CONTAIN
RADIOACTIVE
DISTURBANCE
IN SIBERIA.

FIGHT ON,
FIREBIRD -- FIGHT
ON! THOUGH OUR FOES
BE NUMBERLESS -- STILL
WE SHALL TRIUMPH!
WE MUST!

I DON'T
KNOW,
THOR --

ONLY THOR AND FIREBIRD REMAIN,
IMMUNE TO THE POISONOUS TOUCH
THAT TOOK THEIR TEAMMATES.

AND THOSE TEAMMATES -- THEIR
MINDS GONE, THEIR BODIES
TRANSFORMED -- HAVE JOINED
THE FORCES ARRAYED AGAINST THEM.

OUR FELLOW
AVENGERS DO
TRUST IN US TO
SAVE THEM! TO SEE
THEM WHOLE AND
HALE ONCE
MORE --

-- AYE, E'EN
IF WE MUST
BATTER THEM
SENSELESS TO
ACCOMPLISH
IT!

WOMMM

AND AS IF IN
RESPONSE
TO THOSE
IMPASSIONED
SPEECH --

KRAT

UHH!

ZOUNDS! QUICKSILVER'S
STRENGTH HATH BEEN
GREATLY MAGNIFIED!

AND HIS
TOUCH --

-- BURNS!



AWAY,
THEN! LET A
MIGHTY WIND
SWEEP YOU
HENCE --

-- THAT
YOU BOTHER
US NO MORE,
FOR A FEW
MOMENTS!

THOR!
LOOK
OUT -- *BEHIND*
YOU!



BY THE
WORLD TREE!
CAPTAIN
AMERICA!

THE LIVING LEGEND MAKES NO
RESPONSE -- EXCEPT TO BEAR
DOWN, WITH A STRENGTH FAR
FAR GREATER THAN HUMAN...

FIGHT THIS,
CAPTAIN!

ASSERT THINE
INDOMITABLE
WILL -- AND BREAK
FREE OF THIS
UNSEEMLY
THRALLDOM!



AND THEN, FINALLY HE SPEAKS --
IN A VOICE THAT SOUNDS RUSTY,
UNUSED -- DISCARDED --

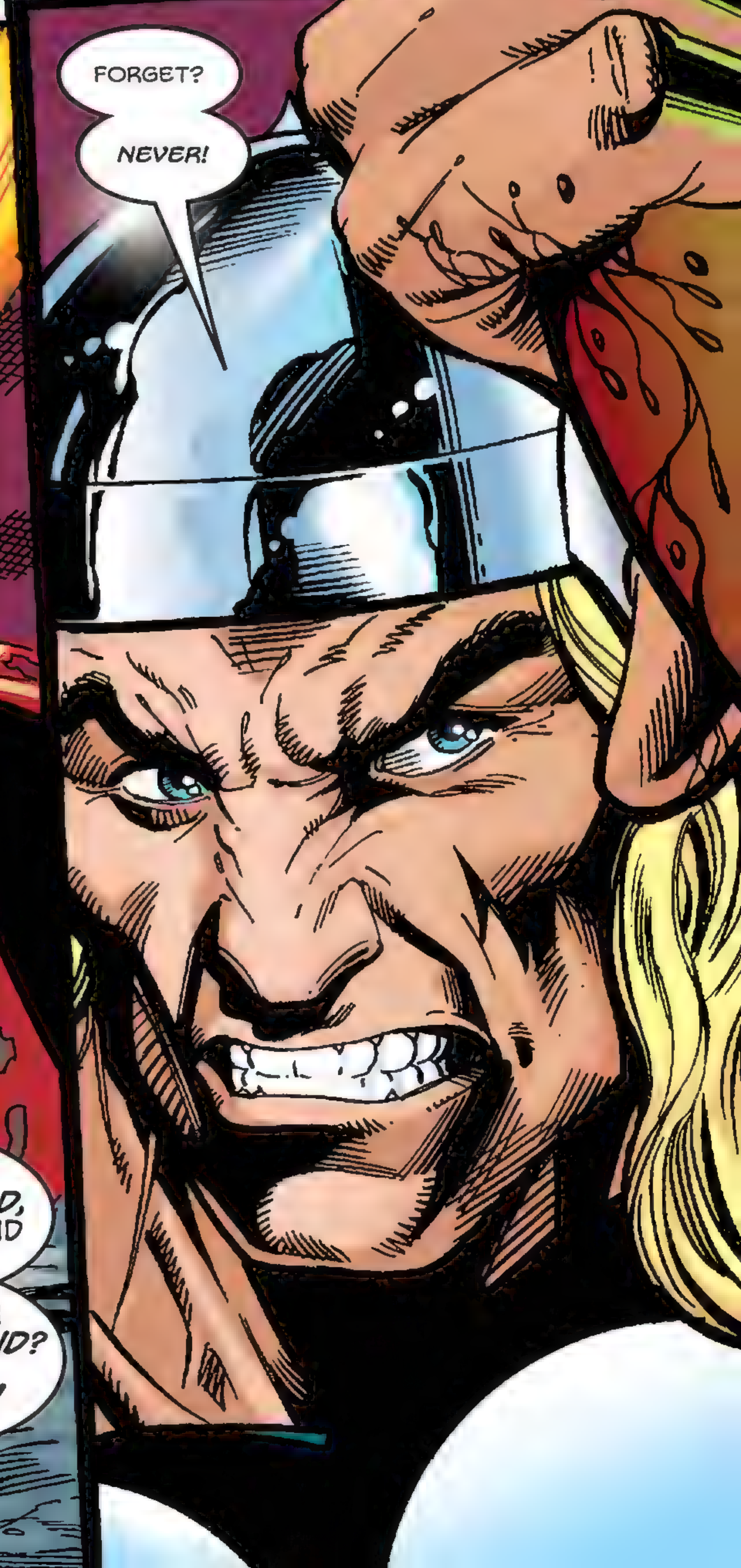
YOU... WILL
BE ABSORBED,
INTRUDER...
BROUGHT INTO THE
COLLECTIVE
MIND...

...INTO
THE EMBRACE...
OF THE
PRESENCE...

EH--?



YOU'VE
GOT TO *FORGET*
CAP, THOR --
STOP TRYING TO
WAKE HIM UP!
THAT'S HIS
BODY --



FORGET?

NEVER!

-- BUT HIS
MIND IS *DEAD*,
LIKE YOU SAID
BEFORE!

DON'T YOU
UNDERSTAND?
HE'S
DEAD!

BLOW,
WINDS! ROLL,
CLOUDS! STORMS OF
EARTH AND SKY, RAGE
AT THIS OBSCENITY!

THOR,
GOD OF THUNDER,
COMMANDS
THEE!

FOR
WHAT HATH
TRANSPIRED HERE
TODAY -- IS MOST
FOULLY, VILELY
WRONG!

LONG AGO
DID I ACCEPT
THAT THE MORTALS
I WALKED WITH WOULD
DIE BEFORE ME --
THAT THEIR LIVES WERE
BRIEF AS A SUMMER'S
AFTERNOON --

-- BUT
**CAPTAIN
AMERICA**
IS MORE THAN
JUST A
MAN!

THIS
MAN -- THIS
HERO --
-- HE
SHOULD NOT
HAVE DIED LIKE
THIS!

HE IS
THE BEST OF
HIS PEOPLE --
THE BEST OF
MANKIND --

-- AND HE
DESERVES
BETTER THAN
THIS!

MARY,
MOTHER OF
GOD...!

NOT
FALLEN TO
AN ATTACK HE
COULD NOT DEFEND
AGAINST! NOT MADE
A MINDLESS SLAVE TO
A CAUSE HE WOULD
HAVE DESPISED!
NOT THIS
MAN!

HE
DESERVED
MORE -- AYE,
HE DESERVED
BETTER --

-- AND BY
MY HAMMER --
**HE SHALL BE
AVENGED!**

DAMOCLES BASE.
EARTH ORBIT.

KING THE CONQUEROR, THE
ORCHESTRATOR OF THIS
WORLDWIDE CHAOS, OBSERVES
HIS HANDWORK —

— AND IS WELL
PLEASED.

AND ON
IT *GOES* -- THE
OLD FAMILIAR DANCE.
A FEW WORDS -- AND
THEY RISE AT EACH
OTHER'S
THROATS.

AND IT
DOESN'T MATTER
WHETHER THEY
FIGHT FOR MY FAVOR,
OR TO SEIZE POWER
FOR *THEMSELVES* --
OR SIMPLY OUT OF
FEAR AND
PANIC.

THEY
DO MY BIDDING
NONETHELESS --

-- FOR
THESE FEW
REBELS, FREEBOOTERS
AND WOULD-BE
QUISLINGS SOW FEAR
AND DISORDER. JUST
AS I WISHED.

EXCUSE
ME, MY
FATHER --

-- BUT THE FIRST
GROUP OF...
APPLICANTS...
IS HERE.

VERY GOOD,
MARCUS. WAS THERE
RESISTANCE FROM THE
LOCAL AUTHORITIES
AT THE RENDEZVOUS
POINTS?

THERE WAS.
IT WAS EASILY
HANDLED.

I WOULD
EXPECT NO
LESS. I SHALL
BE THERE
SHORTLY.

AND...

SO.

WE SENT
OUT A CALL FOR
RECRUITS.

AND
YOU ARE THE
RESPONSE.

YOU
THERE!

UH...
ME?

YES.
WHAT *QUALIFIES*
YOU FOR A PLACE
IN MY ARMIES?
SWIFTLY!



WELL,
I --

AUSTRALIAN
ARMY TRAINING,
SIR. SERVED SIX
YEARS. SOLDIERED
PRIVATE, TOO,
IN --

HUH?

WHAT?

HEY!

WH --?

ENOUGH!
WHIRLWIND'S
HERE --

-- AND I
DON'T WAIT IN LINE
BEHIND BUMS AND
LOSERS! I GOT MORE
POWER THAN THE
REST OF THESE CLOWNS
PUT TOGETHER,
KANG --

-- SO
I FIGURE I'M
JUST WHAT YOU'RE
LOOKIN' FOR IN
RUNNIN' THE EARTH,
AN' I SHOULD GET
CLASS
TREATMENT.
I WANT TO
BE A **GENERAL**...
AT LEAST.



OH,
YOU DO,
EH?

TEK

WELL
THEN, I HAVE
YOUR FIRST
ASSIGNMENT,
"GENERAL".
TELL
YOUR FELLOWS
ON THE MUDBALL
BELOW --



-- THAT KANG
ALREADY HAS
POWER!

KZAK

WHAT
HE SEEKS IS
OBEDIENCE,
ABILITY AND
DISCIPLINE --



-- AND HE WILL
TOLERATE
NOTHING
LESS!

UH --

AH --

NOW...
WHERE WERE
WE?



CHINA

THEY HAVE ENGAGED EACH OTHER FOR SOME MINUTES --

SEARCHING FOR A WEAKNESS, RAISING THE OTHER'S SKILL --

YOU FLY VERY NICE, HUMAN WOMAN. DO YOU FIGHT, TOO?

JUST WAITING FOR THE RIGHT *MOMENT*, GLOMM. BUT SINCE YOU ASK --



ZRAKK

HUH --?

HEH. YOU DON'T HURT GLOMM THAT WAY, HUMAN WOMAN. I HAVE NO BONES, NO ORGANS -- SAVE ONE.

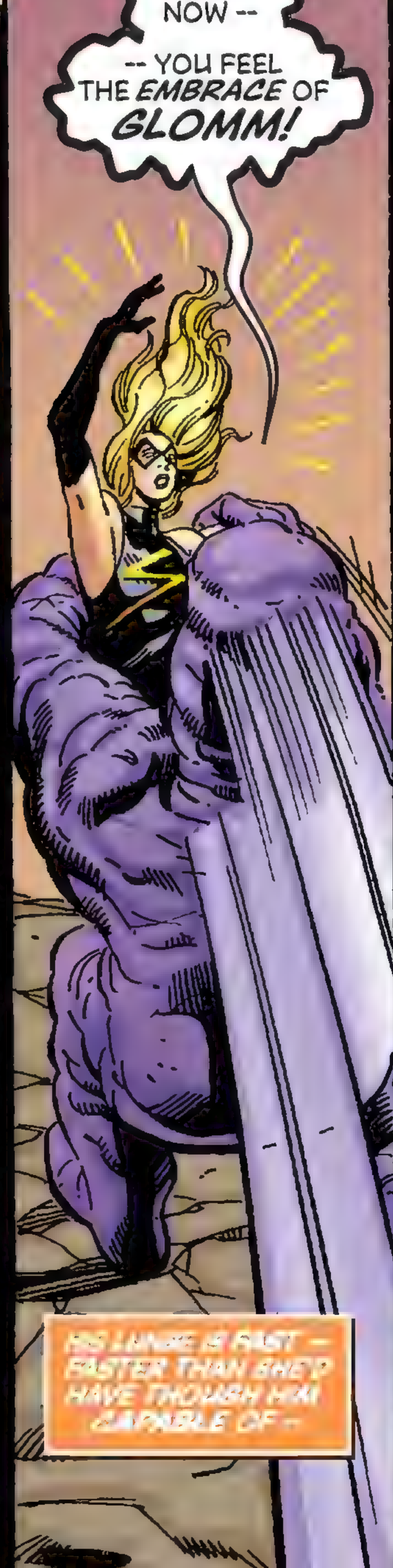
I SHAPE MY MASS HOW I *CHOOSE*.



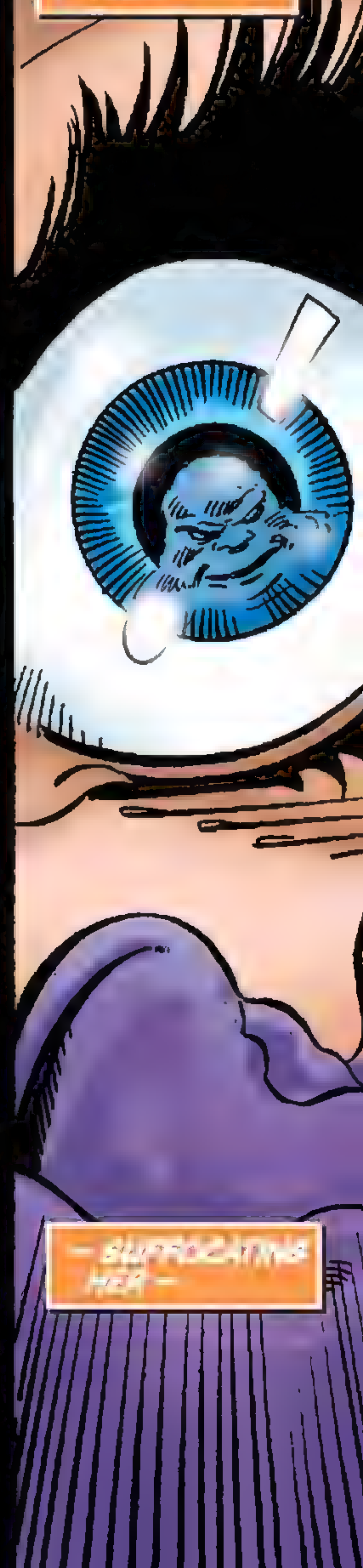
STILL, FIRST STRIKE IS *YOURS*, HUMAN WOMAN.

AND NOW --

-- YOU FEEL THE *EMBRACE* OF GLOMM!

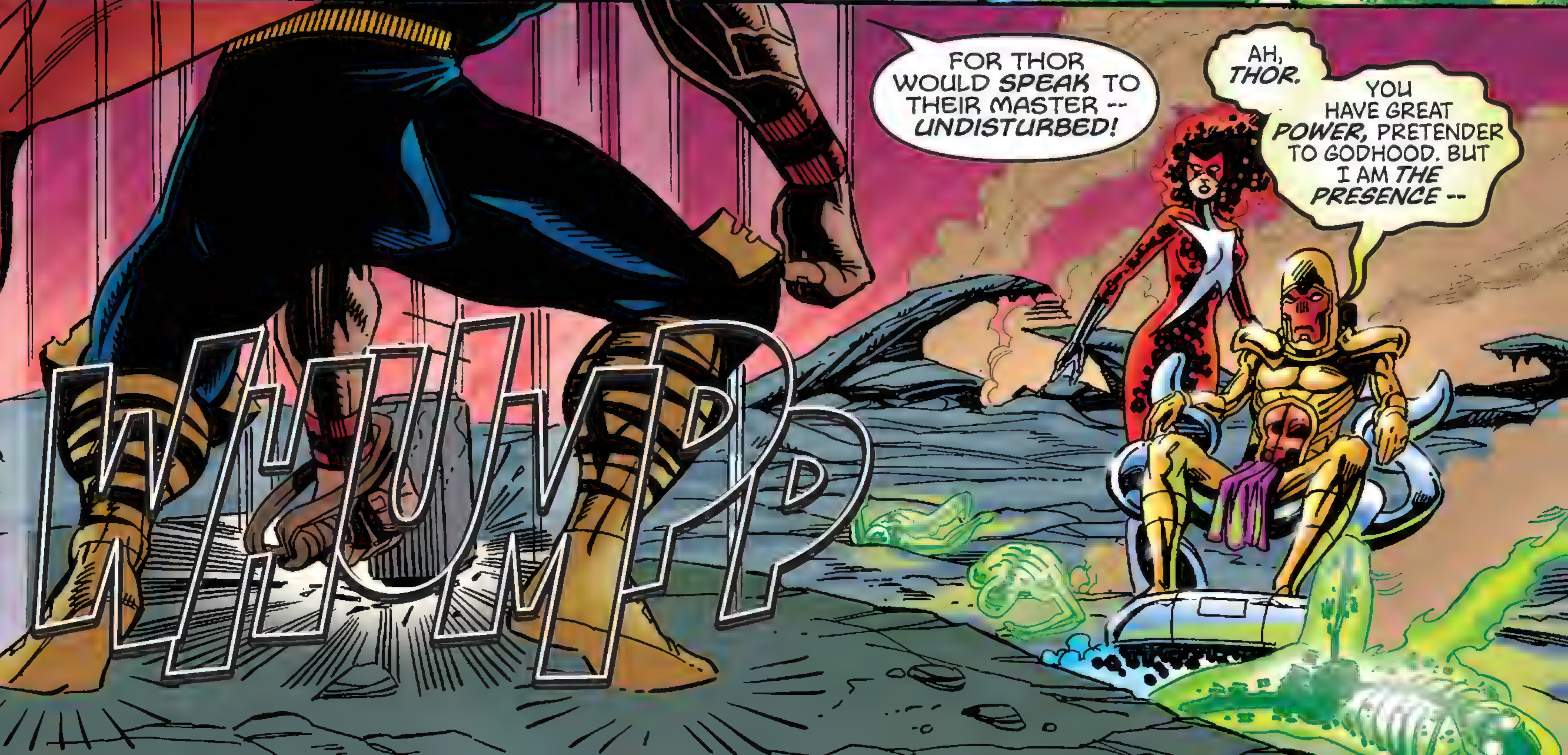
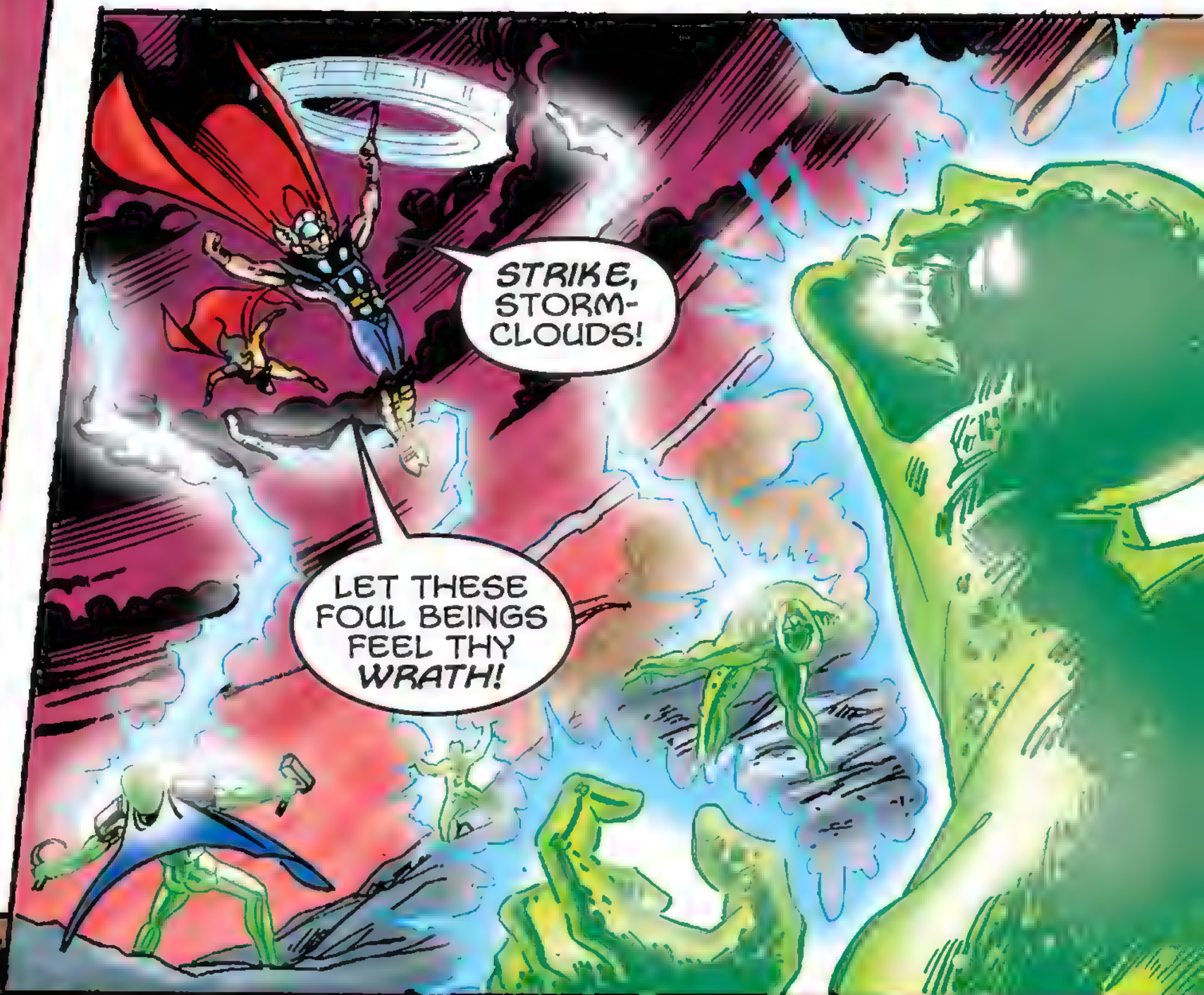
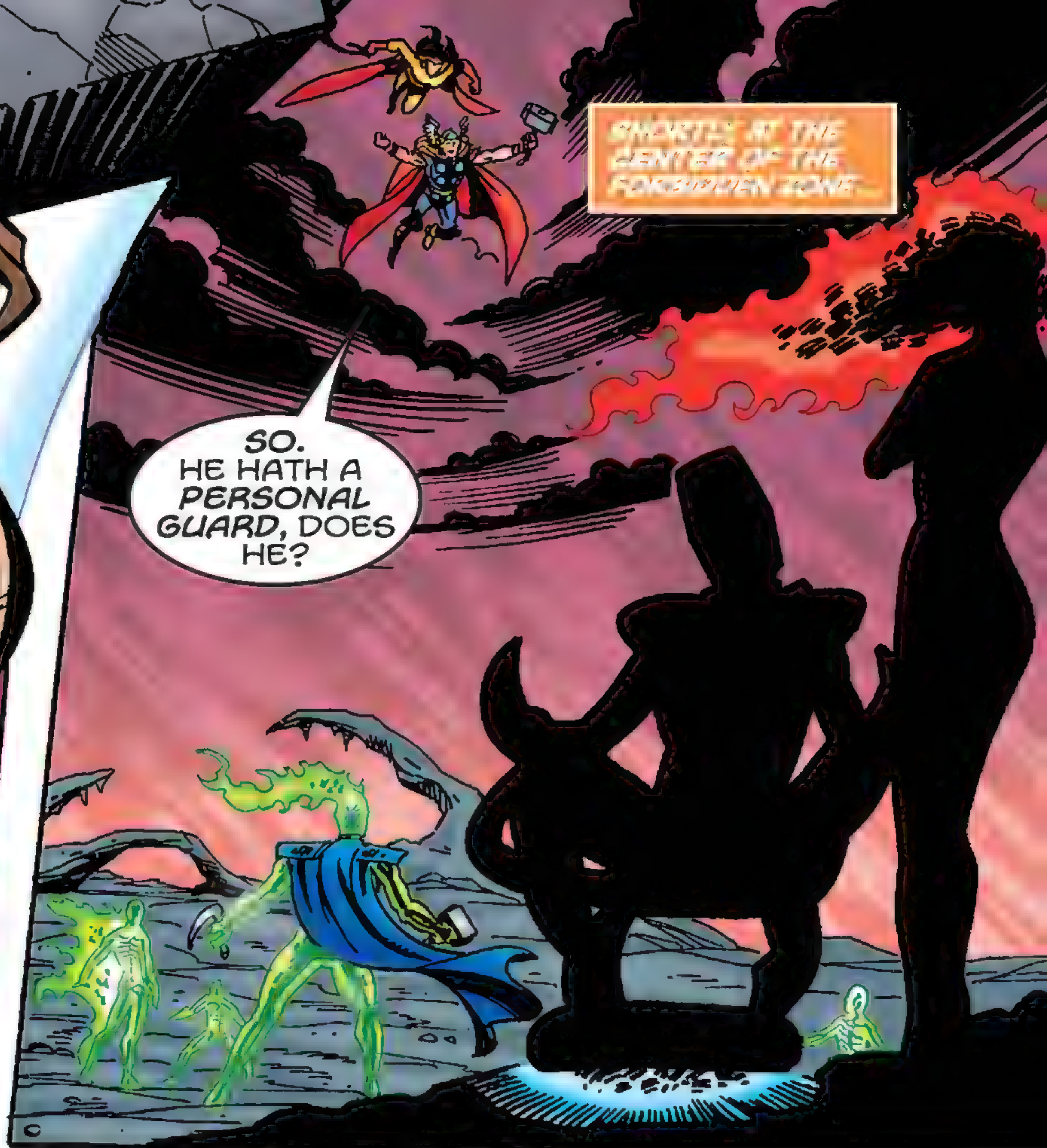


-- AND HIS GRIP IS IMPOSSIBLY STRONG. AND THEN SHE FEELS HIM SHIFTING -- HIS MASS FLOWING UP HER BODY -- OVER HER FACE --



HIS LUNGE IS FAST -- FASTER THAN SHE'D HAVE THOUGHT HIM CAPABLE OF --

-- SUFFOCATING HER --





-- AND I
AM POWER
PERSONIFIED!

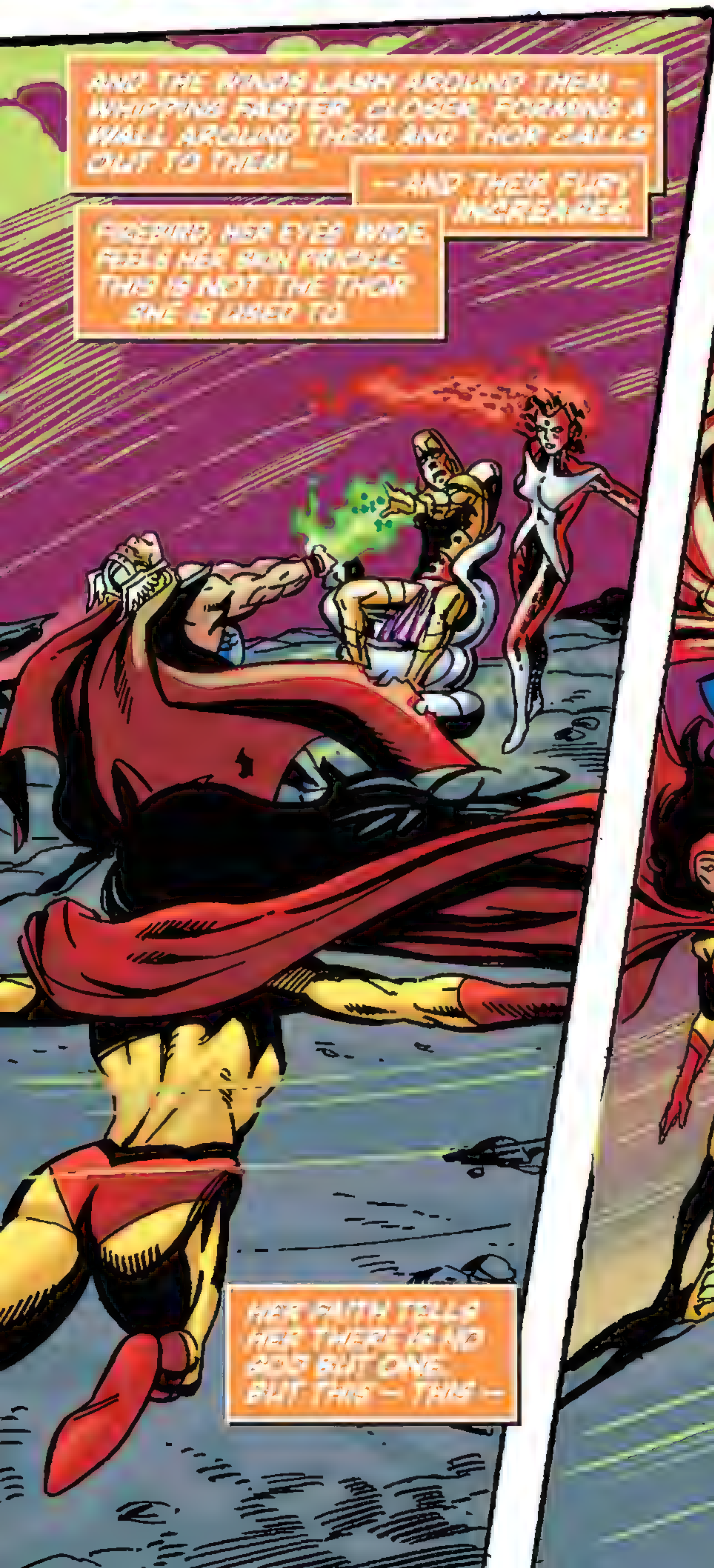
IF YOU
CANNOT BE
TRANSFORMED...
YOU WILL BE
SLAIN.



I THINK
NOT, PRESENCE.
FOR I AM THOR,
DO YOU
HEAR?

**AM--
THOR!**

-- AND THOU
SHALT JUDGE
FOR THYSELF
WHETHER I BE
PRETENDING!

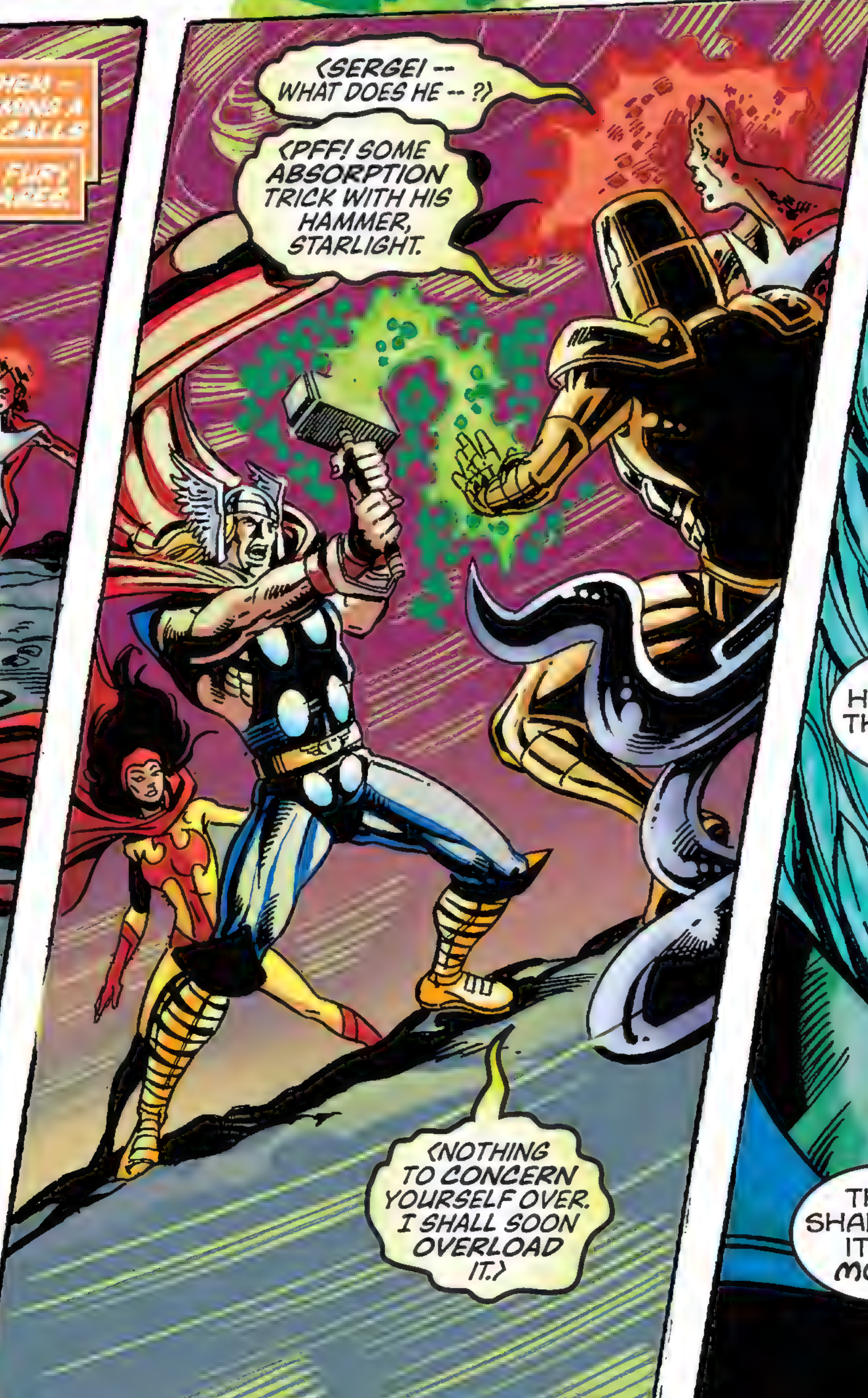


AND THE WINDS LASH AROUND THEM --
WHIPPING FASTER, CLOSER, FORMING A
WALL AROUND THEM, AND THOR CALLS
OUT TO THEM --

-- AND THEIR FURY
INCREASES.

FIREBIRD, HER EYES WIDE,
FEELS HER SKIN PRICKLE.
THIS IS NOT THE THOR
SHE IS USED TO.

HER FAITH TELLS
HER THERE IS NO
GOD BUT ONE.
BUT THIS -- THIS --



<SERGE! --
WHAT DOES HE -- ?>

<PFF! SOME
ABSORPTION
TRICK WITH HIS
HAMMER,
STARLIGHT.>

<NOTHING
TO CONCERN
YOURSELF OVER.
I SHALL SOON
OVERLOAD
IT.>



DO THY
WORST,
VILLAIN.

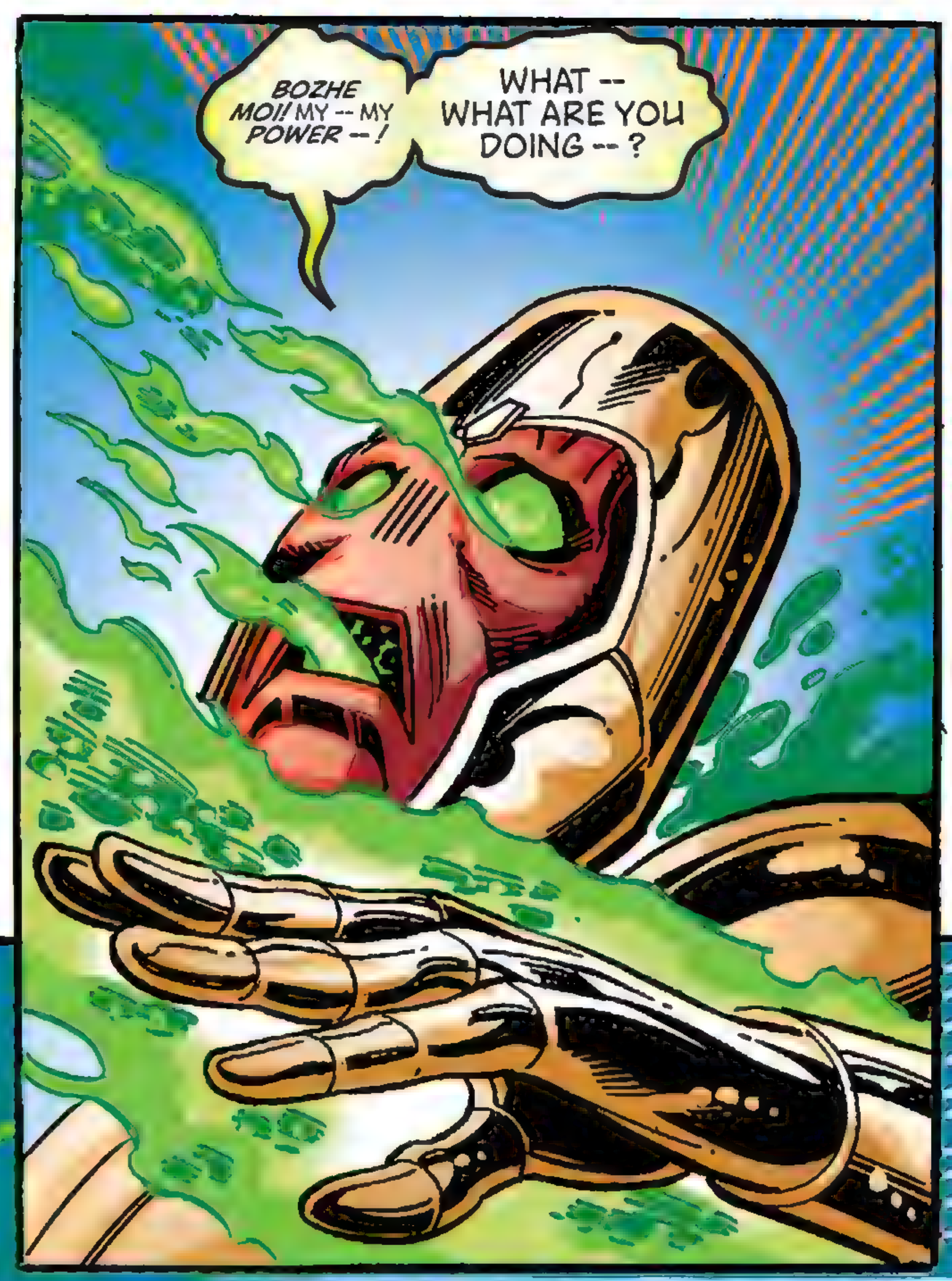
THOU
HAST USED
THY POWER
BADLY.

THOU
SHALT USE
IT NO
MORE.



AND THE PRESENCE
FINDS, TO HIS
HORROR --

-- THAT HE CANNOT
TURN HIS POWER-
BLAST OFF --!



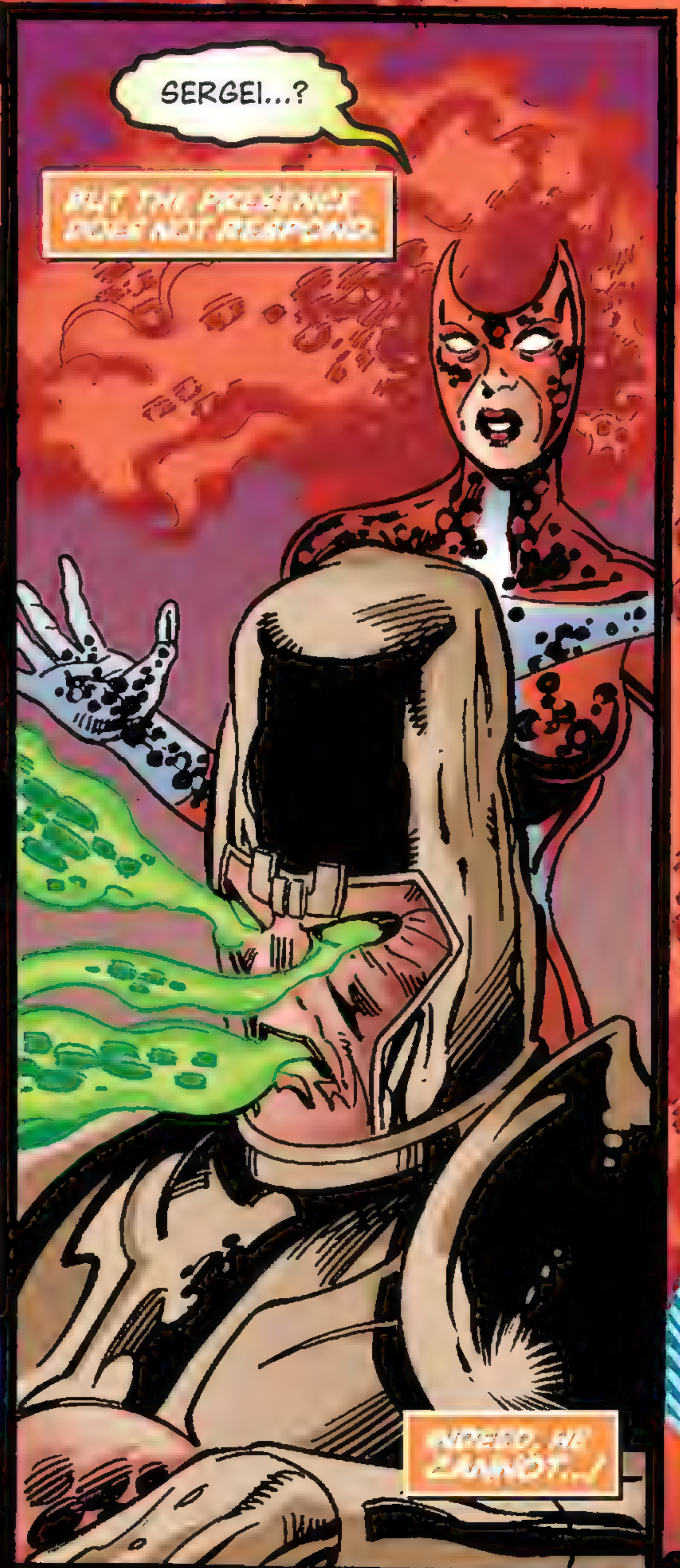
BOZHE
MOI! MY -- MY
POWER --!

WHAT --
WHAT ARE YOU
DOING --?



HEAR
NOW THE
JUDGMENT OF
THOR,
CREATURE!

THOU HAST
CAUSED THE
DEATH OF A MAN
FINER THAN THOU
SHALT EVER KNOW!
AND THOU SHALT
PAY FOR THY
CRIME --
-- WITH
**THY
LIFE!**



SERGEI...?

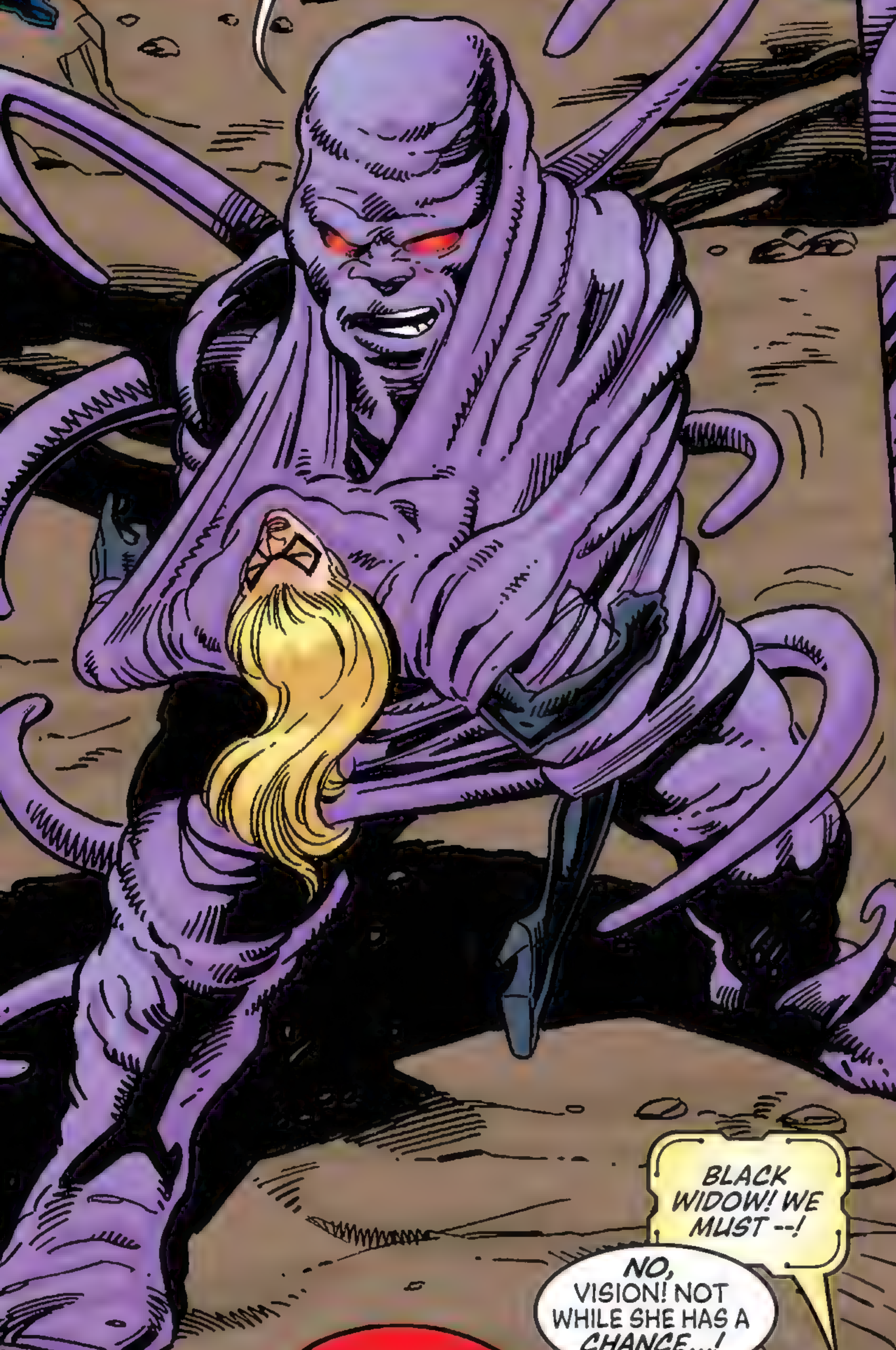
BUT THE PRESENCE
DOES NOT RESPOND.

NOOOO, HE
CANNOT...!



GLOMM! GLOMM! GLOMM!

NO MORE
DEFIANCE, HUMAN
WOMAN?



BLACK
WIDOW! WE
MUST --!

NO,
VISION! NOT
WHILE SHE HAS A
CHANCE...!



SHE STRUGGLES
TO MOVE

BUT IT'S LIKE SWIMMING THROUGH
CLAY THICK HOT -- UNBELIEVABLY
STRONG. IT ENVELOPS HER FULLY --
AND SHE IS BLIND AND DEAF.



EXCEPT -- HER POWER
TO ABSORB ENERGY --
SHE SENSES A SOURCE --
NEAR, VERY NEAR --



AND SLOWLY, PAINFULLY,
SHE INCHES TOWARD IT.

HER MIND GOES
DARK RED FROM
THE LACK OF OXYGEN.
DARKER -- DARKER --



AND THEN --



IT IS BLOWING SOUL
INTERNAL ORGAN.

HIS BRAIN
HIS HEART.

GLX!

— ARE IMPRESSIVE

HUHH...
HFF...
HUHH...

THE RESULTS
NEEDLESS TO
SAY —



AND...

SO YOUR
DEVIANCY --
WHAT'S IT
GONNA BE?

SURRENDER?
OR
A COMPLETE
BETRAYAL OF WHAT
PASSES FOR YOUR
CODE OF HONOR --
IN FRONT OF
YOUR MEN?



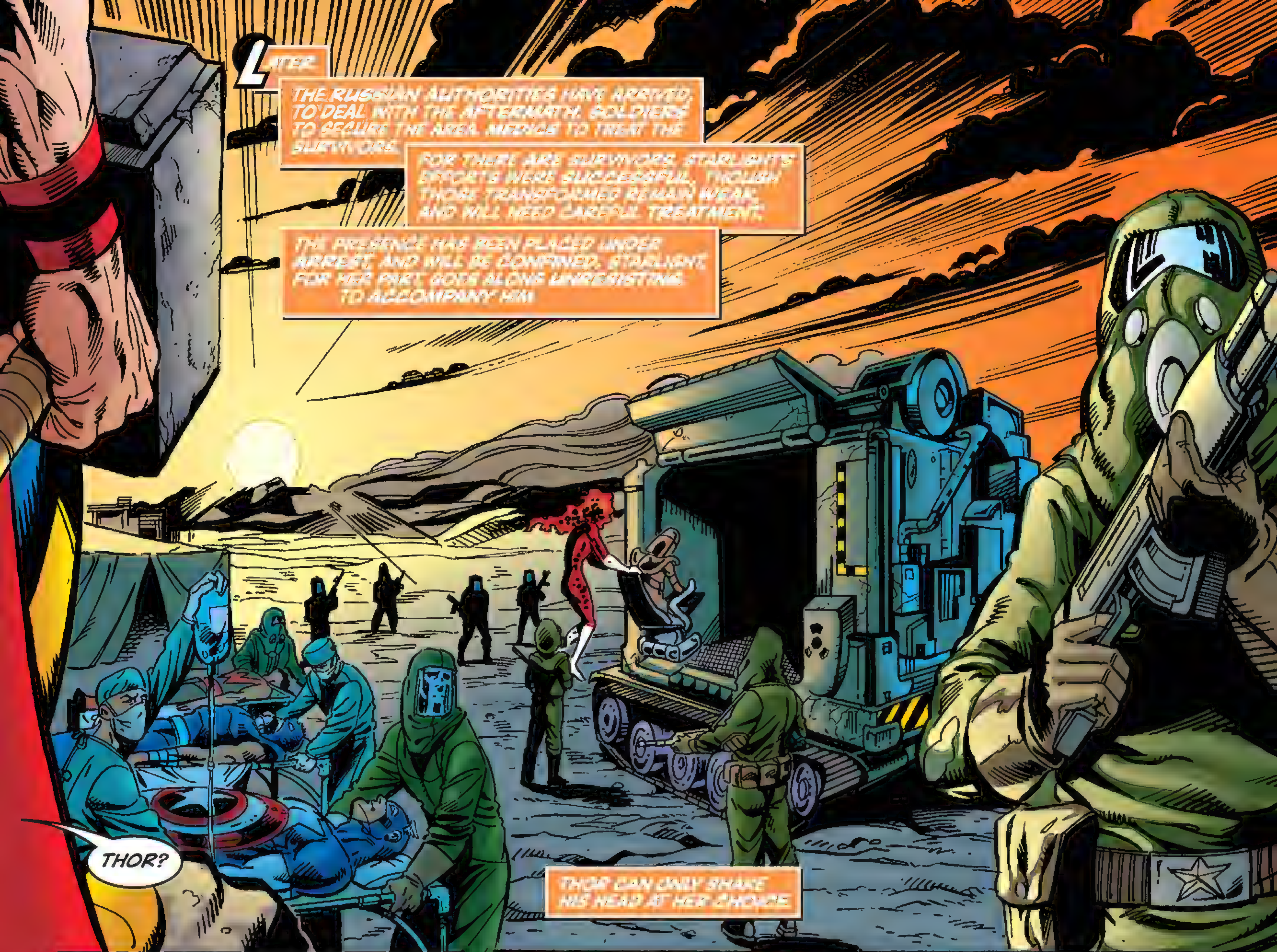


LATER

THE RUSSIAN AUTHORITIES HAVE ARRIVED TO DEAL WITH THE AFTERMATH. SOLDIERS TO SECURE THE AREA, MEDICS TO TREAT THE SURVIVORS.

FOR THERE ARE SURVIVORS. STARLIGHT'S EFFORTS WERE SUCCESSFUL, THOUGH THOSE TRANSFORMED REMAIN WEAK AND WILL NEED CAREFUL TREATMENT.

THE PRESIDENT HAS BEEN PLACED UNDER ARREST AND WILL BE CONFINED. STARLIGHT FOR HER PART GOES ALONE UNRESISTING TO ACCOMPANY HIM.



THOR?

THOR CAN ONLY SHAKE HIS HEAD AT HER CHOICE.

I'M GLAD IT ALL WORKED OUT -- BUT I HAVE A QUESTION. THIS IS THE SECOND TIME I SHOULD HAVE DIED, BUT DIDN'T -- AND I'M CONCERNED.

MY BELIEFS SAY THAT THE TRUE REWARDS OF HEAVEN COME AFTER DEATH. SO IF I CAN'T DIE, I MAY BE FOREVER DENIED THEM.



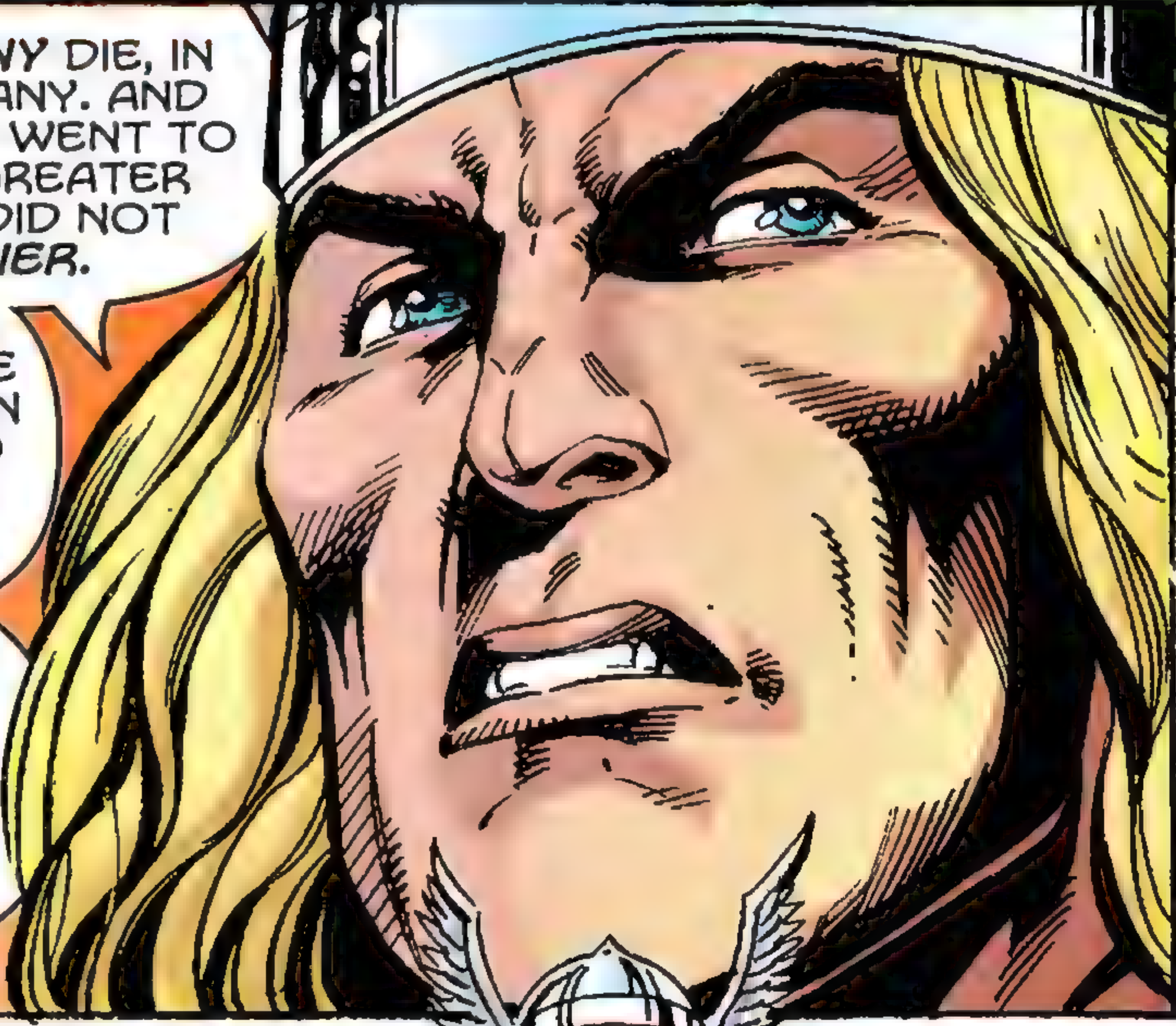
IF THAT'S THE LORD'S WILL, I'LL BEAR IT. BUT -- DID YOU MEAN IT, WHEN YOU SAID YOU'VE ACCEPTED THAT YOUR FRIENDS WILL DIE, AND YOU'LL JUST... GO ON?

AYE.

I HAVE SEEN MANY DIE, IN MY TIME. TOO MANY. AND WHILE ONCE THEY WENT TO VALHALLA, TO GREATER GLORY -- THAT DID NOT MAKE IT EASIER.

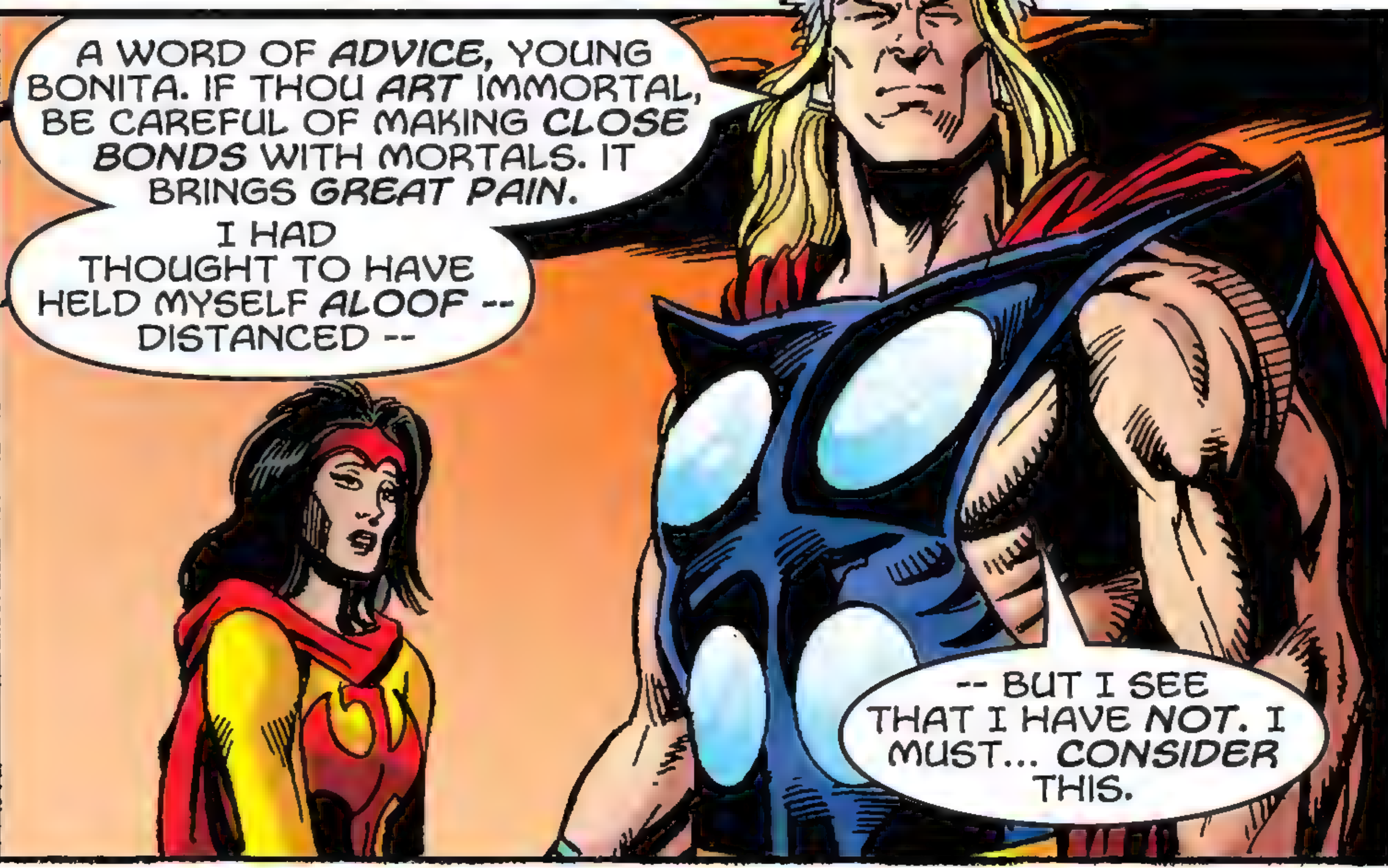
I HAVE GREAT RESPECT FOR THE AVENGERS, AND AN ATTACHMENT TO THEM -- AS A GROUP. BUT AS INDIVIDUALS --

-- I KNOW TOO WELL THAT A CENTURY HENCE, I MAY STILL BE AN AVENGER, BUT MOST OF THOSE I KNOW WILL NOT.

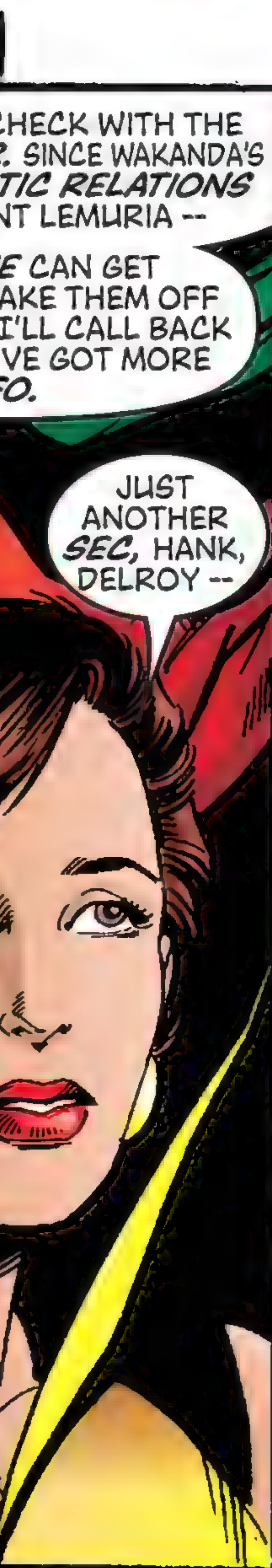
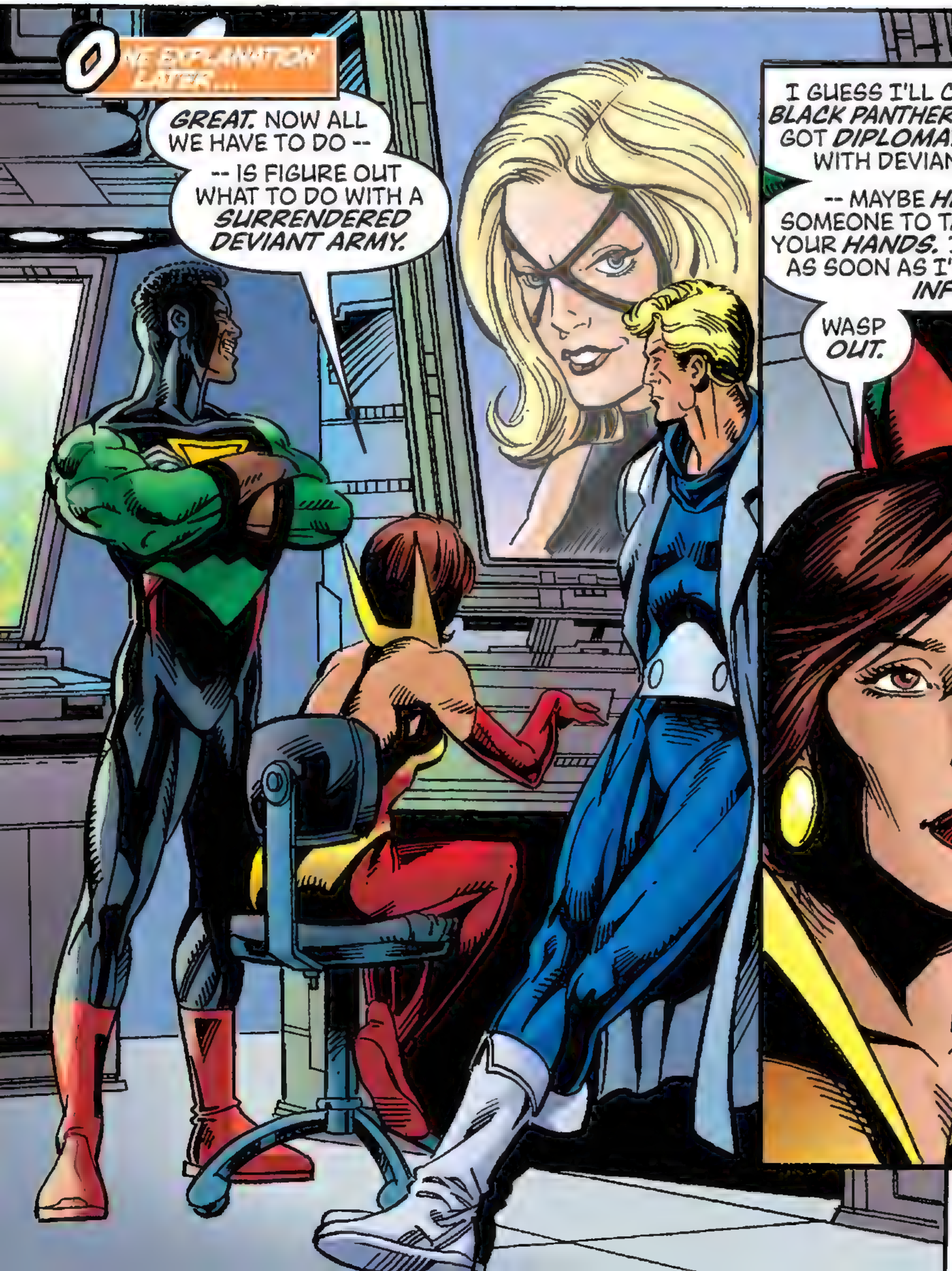


A WORD OF ADVICE, YOUNG BONITA. IF THOU ART IMMORTAL, BE CAREFUL OF MAKING CLOSE BONDS WITH MORTALS. IT BRINGS GREAT PAIN.

I HAD THOUGHT TO HAVE HELD MYSELF ALOOF -- DISTANCED --



-- BUT I SEE THAT I HAVE NOT. I MUST... CONSIDER THIS.





SCARLET WITCH HERE, AND...

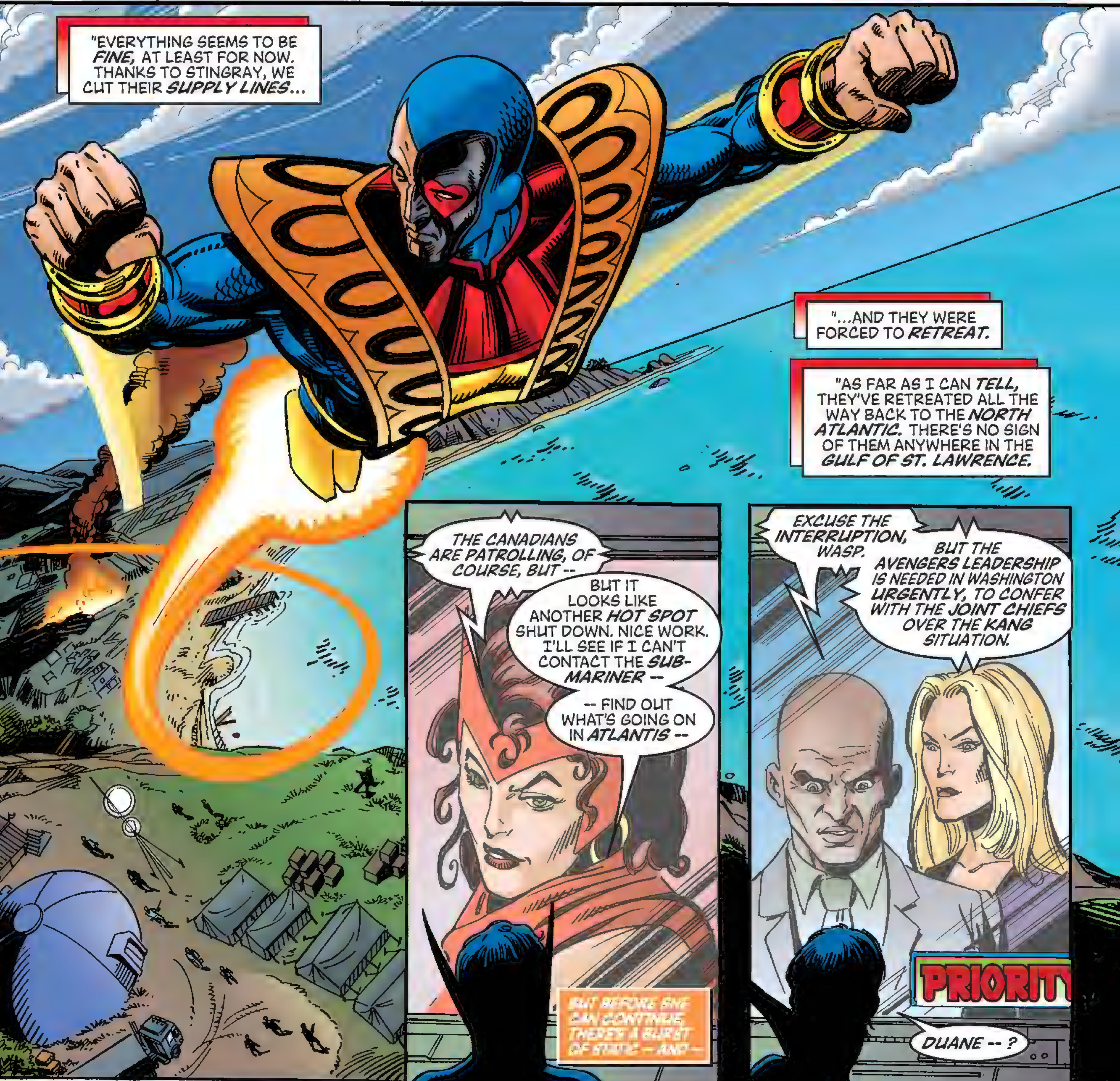
IS THAT HANK, UP AND AROUND? THAT'S GREAT!

I KNEW YOU'D BE FINE, HANK. WHAT TURNED OUT TO BE THE PROBLEM?



IT WAS... COMPLICATED. THE IMPORTANT THING IS, HANK'S GOOD AS NEW NOW. BETTER, MAYBE.

SO HOW ARE THINGS THERE?



"EVERYTHING SEEMS TO BE FINE, AT LEAST FOR NOW. THANKS TO STINGRAY, WE CUT THEIR SUPPLY LINES..."

"...AND THEY WERE FORCED TO RETREAT.

"AS FAR AS I CAN TELL, THEY'VE RETREATED ALL THE WAY BACK TO THE NORTH ATLANTIC. THERE'S NO SIGN OF THEM ANYWHERE IN THE GULF OF ST. LAWRENCE.

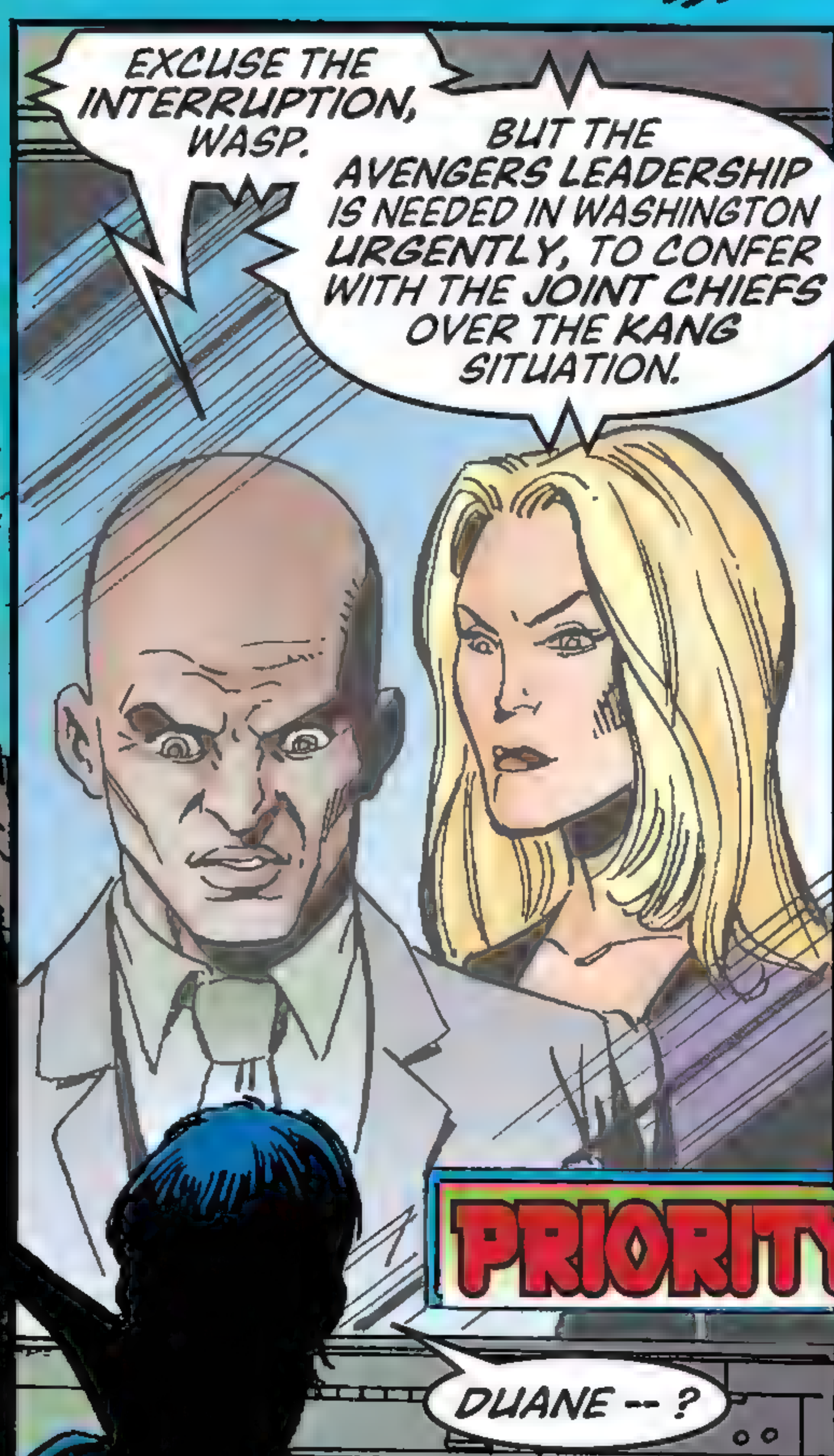


THE CANADIANS ARE PATROLLING, OF COURSE, BUT --

BUT IT LOOKS LIKE ANOTHER HOT SPOT SHUT DOWN. NICE WORK. I'LL SEE IF I CAN'T CONTACT THE SUB-MARINER --

-- FIND OUT WHAT'S GOING ON IN ATLANTIS --

BUT BEFORE SHE CAN CONTINUE, THERE'S A BURST OF STATIC -- AND --

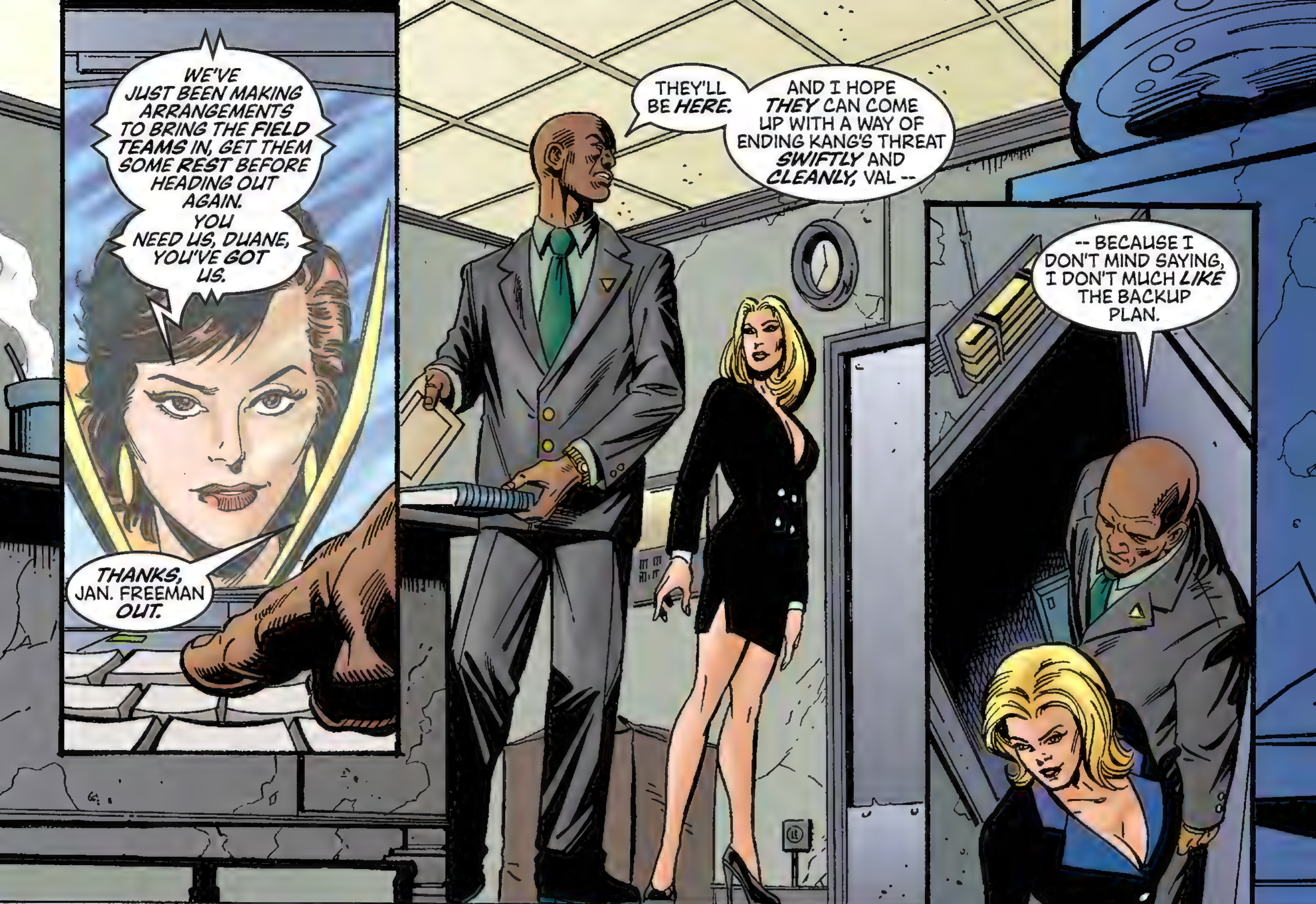


EXCUSE THE INTERRUPTION, WASP.

BUT THE AVENGERS LEADERSHIP IS NEEDED IN WASHINGTON URGENTLY, TO CONFER WITH THE JOINT CHIEFS OVER THE KANG SITUATION.

PRIORITY

DUANE -- ?



EARTH. ■
THE 40TH CENTURY. ■

KANG!

KANG!

KANG!

KANG!

KANG!

KANG!

KANG!

SUCH A
WONDERFUL
SOUND. THE ROAR
OF LOYALTY. OF
DEVOTION. OF
WORSHIP.

AND
ONE DAY, MY
SON...



THE PLAZA IS OPEN, PLAIN, FUNCTIONAL. IT HAS NO FORMAL NAME, THOUGH IT IS SPOKEN OF IN HUSHED TONES ON A THOUSAND THOUSAND WORLDS.

IT IS KNOWN AS "CENTER" -- AND IT IS THE SEAT OF GOVERNMENT OF KANG THE CONQUEROR.

LIFE DURING WARTIME

AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND!
A STAN LEE PRESENTATION FEATURING: THE MIGHTY AVENGERS!

...THEY WILL ROAR FOR YOU!

KURT BUSIEK WRITER MANUEL GARCIA & BOB LAYTON RESERVE ARTISTS
TOM SMITH COLORS RICHARD STARKINGS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
MARC SUMERAK ASSISTANT EDITOR TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT

THE PILLAR OF CONQUEST SHOWS THE WORLDS OF MY EMPIRE, SHIFTING THROUGH THEIR IMAGES UNENDINGLY.

IT IS VAST NOW, MARCUS -- BUT IT WILL BE VASTER STILL, WITH YOU AS MY SON AND HEIR.

FOR TOO MANY YEARS, I STRUGGLED AGAINST A PREDETERMINED FATE -- AGAINST BECOMING, IN TIME, THAT PARCHMENT-SNIFFER IMMORTUS.

I THOUGHT ONLY OF MY PRESENT, AND SAW THE FUTURE AS A CURSE.

BUT NOW I AM FREE OF THAT FOUL DESTINY, AND HAVE TURNED MY THOUGHTS TO THE FUTURE I SHALL FORGE -- THE DYNASTY I WILL FOUND.

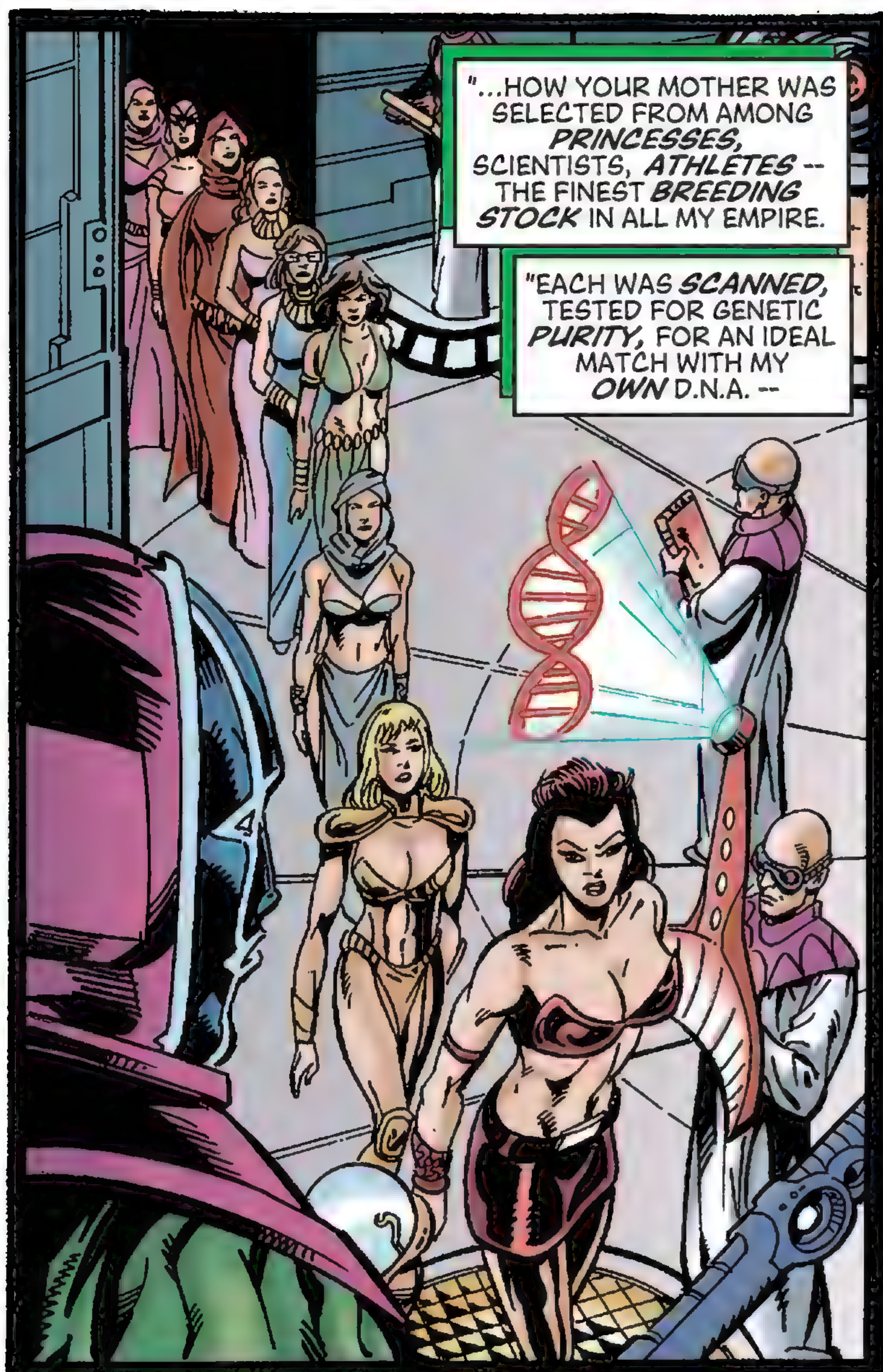
YOU, MARCUS, HAVE PROVED YOURSELF AN ABLE WARRIOR, A FINE COMMANDER -- AND HAVE EARNED THE RESPECT AND DEVOTION OF THE MEN AS MY CHIEF LIEUTENANT.

YOU HAVE DONE WELL. IT IS GOOD TO HAVE A FAMILY... A CROWN PRINCE.

AND... MY MOTHER, NOBLE SIRE? DOES THAT MAKE HER THE EMPRESS?

PFAH! DO NOT THINK TOO MUCH OF WOMEN, MY SON, OR GIVE THEM TOO GREAT A STATUS. THEY ARE A DISTRACTION AND A WEAKNESS -- -- GOOD TO SERVE AS SOLDIERS OR MOTHERS, BUT LITTLE MORE.

I HAVE TOLD YOU OF YOUR BIRTH...





BUT ALWAYS **REMEMBER** -- THE GENES THAT FORMED YOU ONLY GAVE YOU **POTENTIAL**. IT IS WHAT A MAN **ACCOMPLISHES** THAT SETS HIM APART --

-- THE **MARK** HE LEAVES ON THE WORLD AROUND HIM, NOT THE **ANCESTORS** HE CAN NAME.

YOUR MOTHER IS YOUR **PAST**, MARCUS -- AND THE PAST IS **OVER**. IT IS YOUR FUTURE -- **OUR** FUTURE -- THAT SHOULD CONCERN YOU NOW.

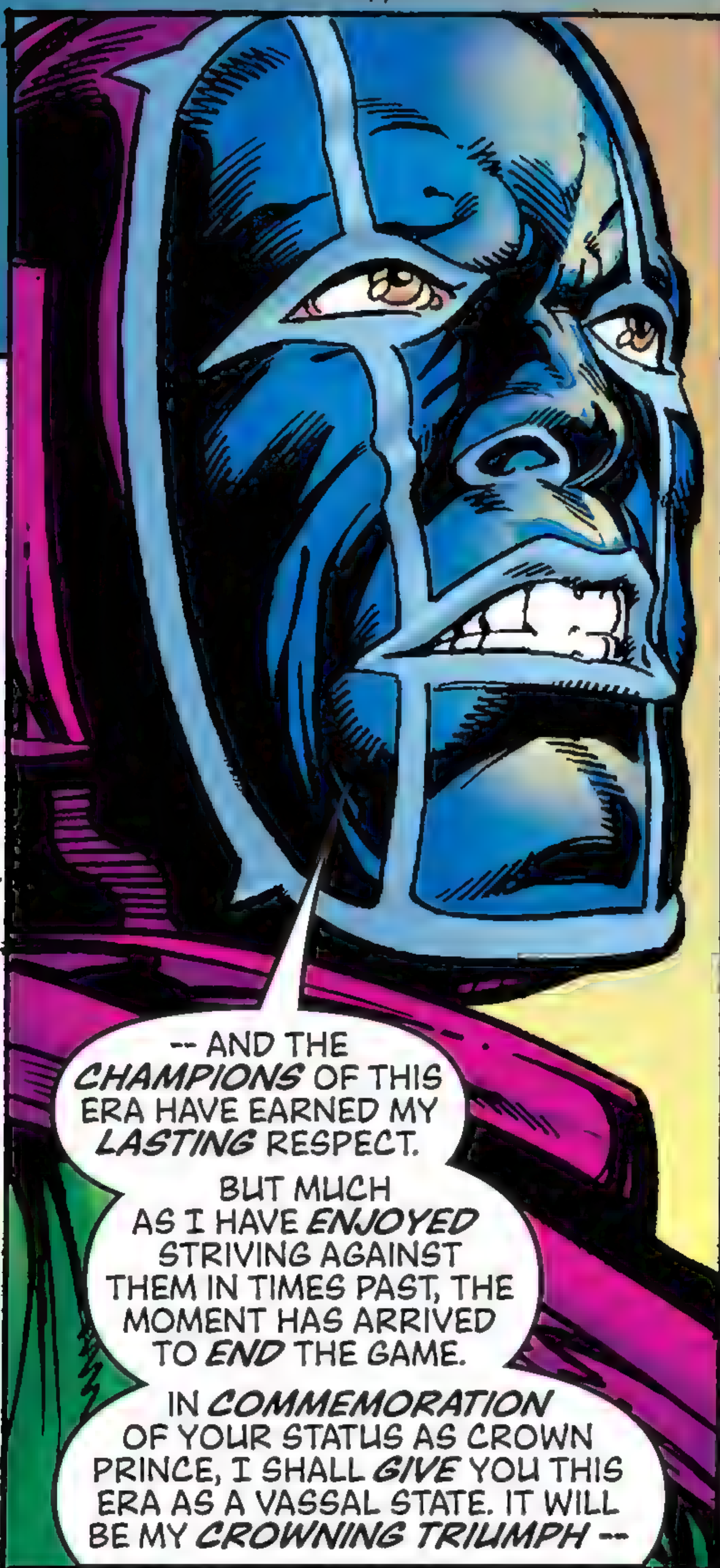
YES, FATHER. OF COURSE.

BUT TO **WORK**. WE HAVE TARRIED **ENOUGH**.

THE CONQUEST OF THE **21ST CENTURY** LIES BEFORE US. THE GROUND HAS BEEN **PREPARED** --

-- AND THE TIME HAS COME TO **BEGIN** OUR ASSAULT.

THIS **TIME PERIOD**, ON THIS **PLANET**, HAS ALWAYS BEEN MY **GREATEST CHALLENGE** --



-- AND THE **CHAMPIONS** OF THIS ERA HAVE EARNED MY **LASTING RESPECT**.

BUT MUCH AS I HAVE **ENJOYED** STRIVING AGAINST THEM IN TIMES PAST, THE MOMENT HAS ARRIVED TO **END** THE GAME.

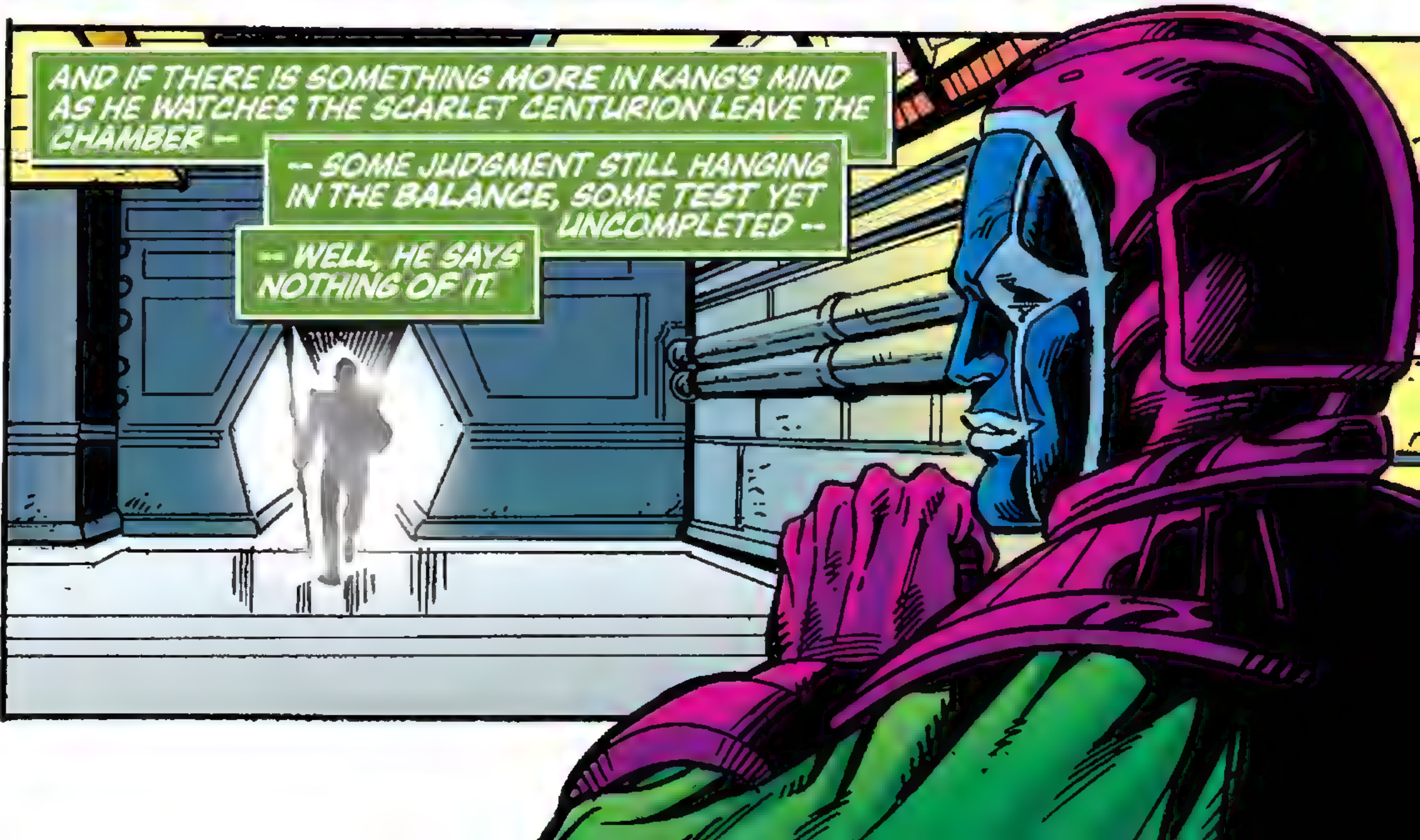
IN **COMMEMORATION** OF YOUR STATUS AS CROWN PRINCE, I SHALL **GIVE** YOU THIS ERA AS A VASSAL STATE. IT WILL BE MY **CROWNING TRIUMPH** --



-- AND YOUR **FIRST**. THE FIRST OF **MANY** TO COME.

NOW **GO**. READY THE **INVASION FORCES**.

IMMEDIATELY, FATHER.



AND IF THERE IS SOMETHING MORE IN KANG'S MIND AS HE WATCHES THE SCARLET CENTURION LEAVE THE CHAMBER --

-- SOME JUDGMENT STILL HANGING IN THE BALANCE, SOME TEST YET UNCOMPLETED --

-- WELL, HE SAYS **NOTHING** OF IT.

THE PENTAGON.
ARLINGTON, VIRGINIA.
THE PRESENT DAY.

THANK
YOU FOR
COMING ON SUCH
SHORT NOTICE,
AVENGERS.

IT'S OUR
PLEASURE, GENERAL
McGINTY --

-- MOST OF THE ACTIVE TEAMS
ON R&R FOR A FEW DAYS
ANYWAY, AFTER WHAT THEY'VE
RECENTLY *BEEN*
THROUGH --

-- SO IT
WAS NO
TROUBLE.

I READ THE
REPORTS ON WHAT
YOU *AVERTED* IN SIBERIA,
CAPTAIN AMERICA. A
GOOD JOB.

I WAS SORRY
TO HEAR OF YOU AND
YOUR SQUAD'S *INJURIES*.

THANKS.
BUT WE
AVENGERS HEAL
QUICKLY. QUICKSILVER'S
ALREADY UP AND AROUND,
AND I WON'T BE FAR
BEHIND HIM.

WHY
DON'T WE GET
DOWN TO
BUSINESS?

OF
COURSE.

WHAT WE ASKED YOU HERE
TO *DISCUSS*, NATURALLY,
WAS *KANG*. THAT MADMAN'S
DECLARED WAR ON EVERY
CIVILIZED NATION ON
EARTH --

-- AND AFTER
THAT ATTACK ON THE
U.N. BUILDING, IT LOOKS
AS IF HE'S GOT THE
POWER TO MAKE
IT *STICK*.

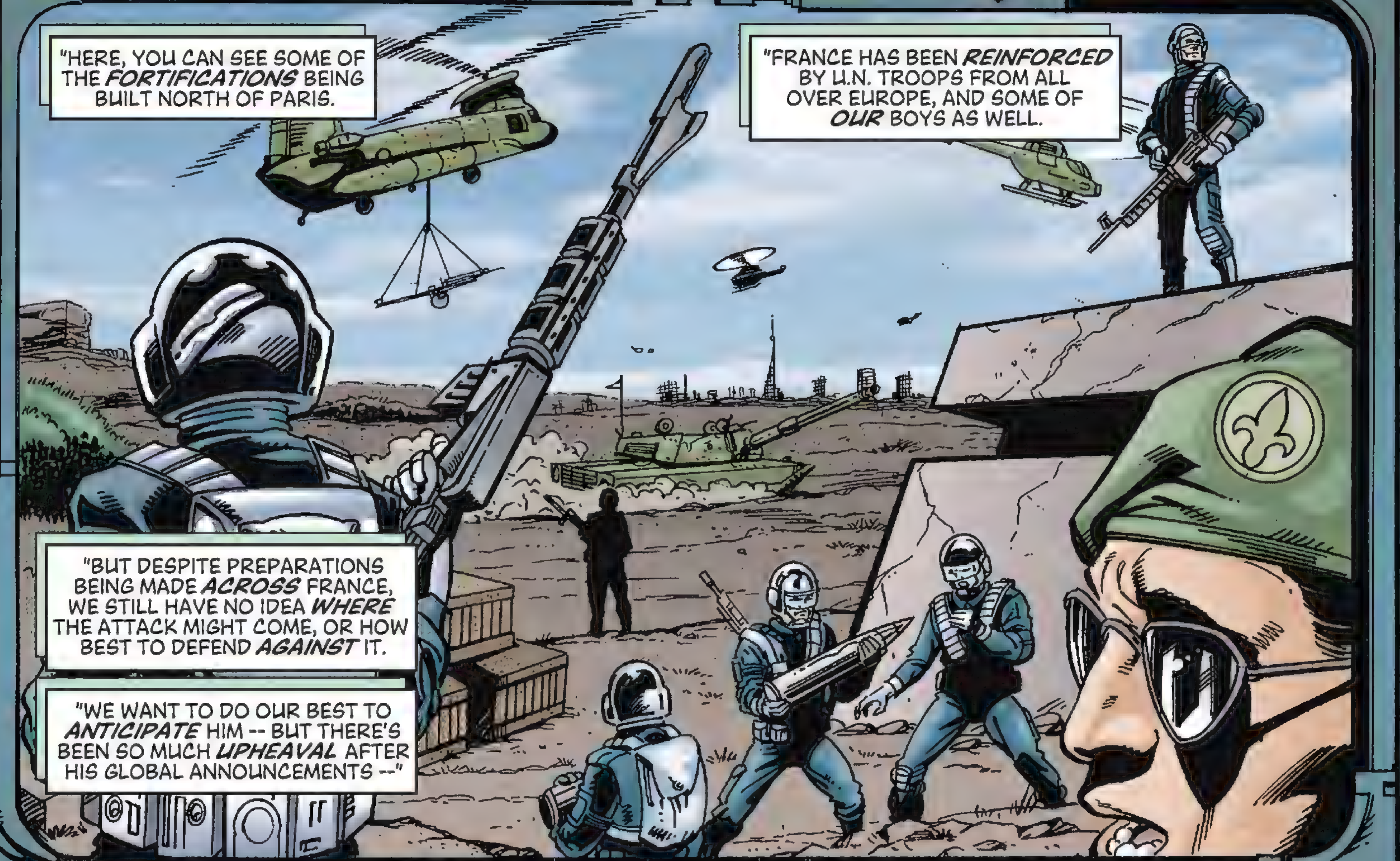
NEEDLESS TO SAY, THE
PRESIDENT IS DEEPLY
CONCERNED -- *DEEPLY*
CONCERNED ABOUT THE
ENTIRE SITUATION.

AS IS *NATO*,
THE *U.N.*, AND
MORE.



THE SITUATION IN *EUROPE*, WHERE KANG HAS THREATENED TO ATTACK FIRST, IS *PARTICULARLY GRAVE*.

HLIH



"HERE, YOU CAN SEE SOME OF THE *FORTIFICATIONS* BEING BUILT NORTH OF PARIS.

"FRANCE HAS BEEN *REINFORCED* BY U.N. TROOPS FROM ALL OVER EUROPE, AND SOME OF *OUR BOYS* AS WELL.

"BUT DESPITE PREPARATIONS BEING MADE *ACROSS* FRANCE, WE STILL HAVE NO IDEA *WHERE* THE ATTACK MIGHT COME, OR HOW BEST TO DEFEND *AGAINST* IT.

"WE WANT TO DO OUR BEST TO *ANTICIPATE* HIM -- BUT THERE'S BEEN SO MUCH *UPHEAVAL* AFTER HIS GLOBAL ANNOUNCEMENTS --"

-- *UPRISINGS*, RIOTS, REFUGEES FLEEING FRENCH CITIES, *SUPER-VILLAINS* AND OTHERS TRYING TO SEIZE TERRITORY IN KANG'S *NAME* --

-- IT'S OCCUPIED *TOO MANY* MEN, *TOO MUCH MATERIEL* --

-- GIVING US *LITTLE TIME* TO PREPARE FOR THE *TRUE* ATTACK.

WHICH IS JUST HOW KANG *WANTS* IT, OF COURSE.

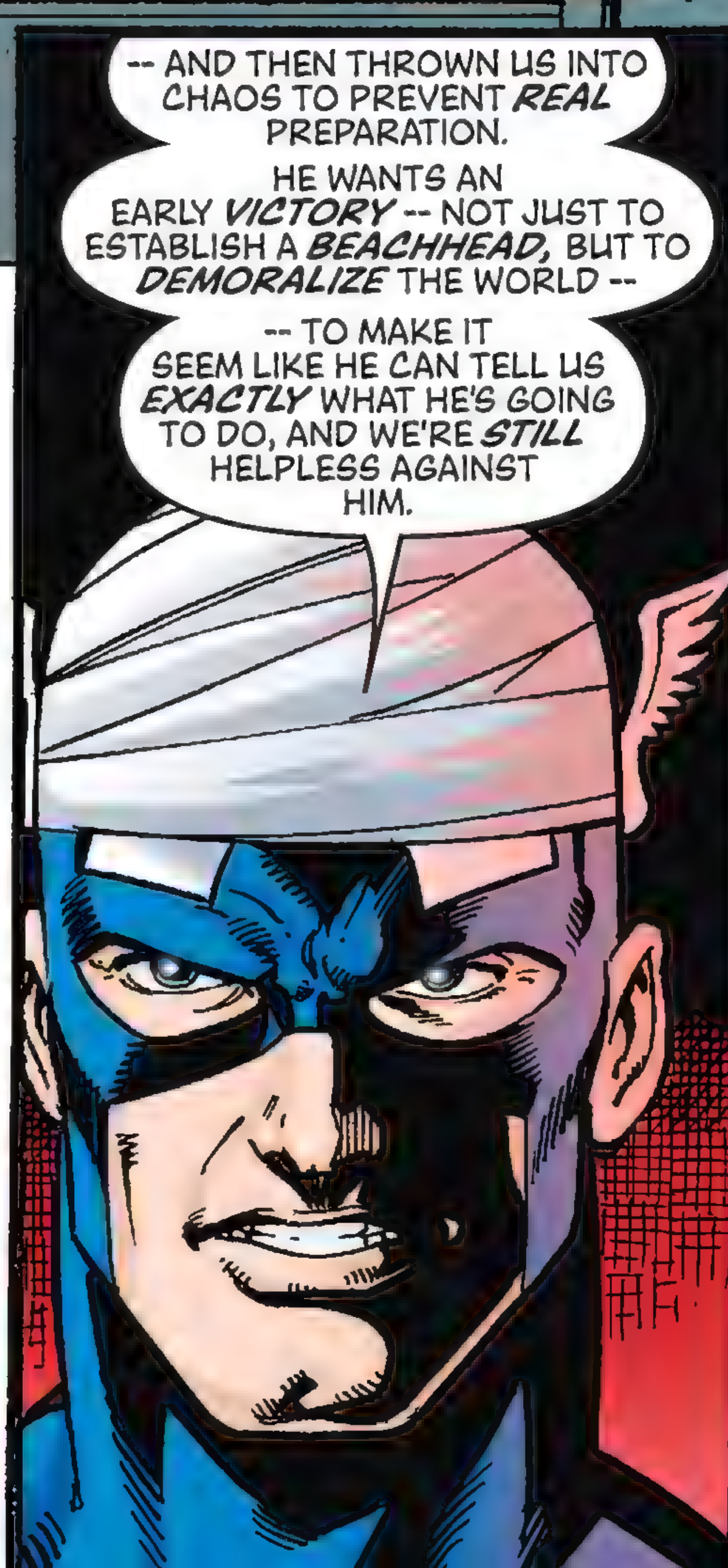
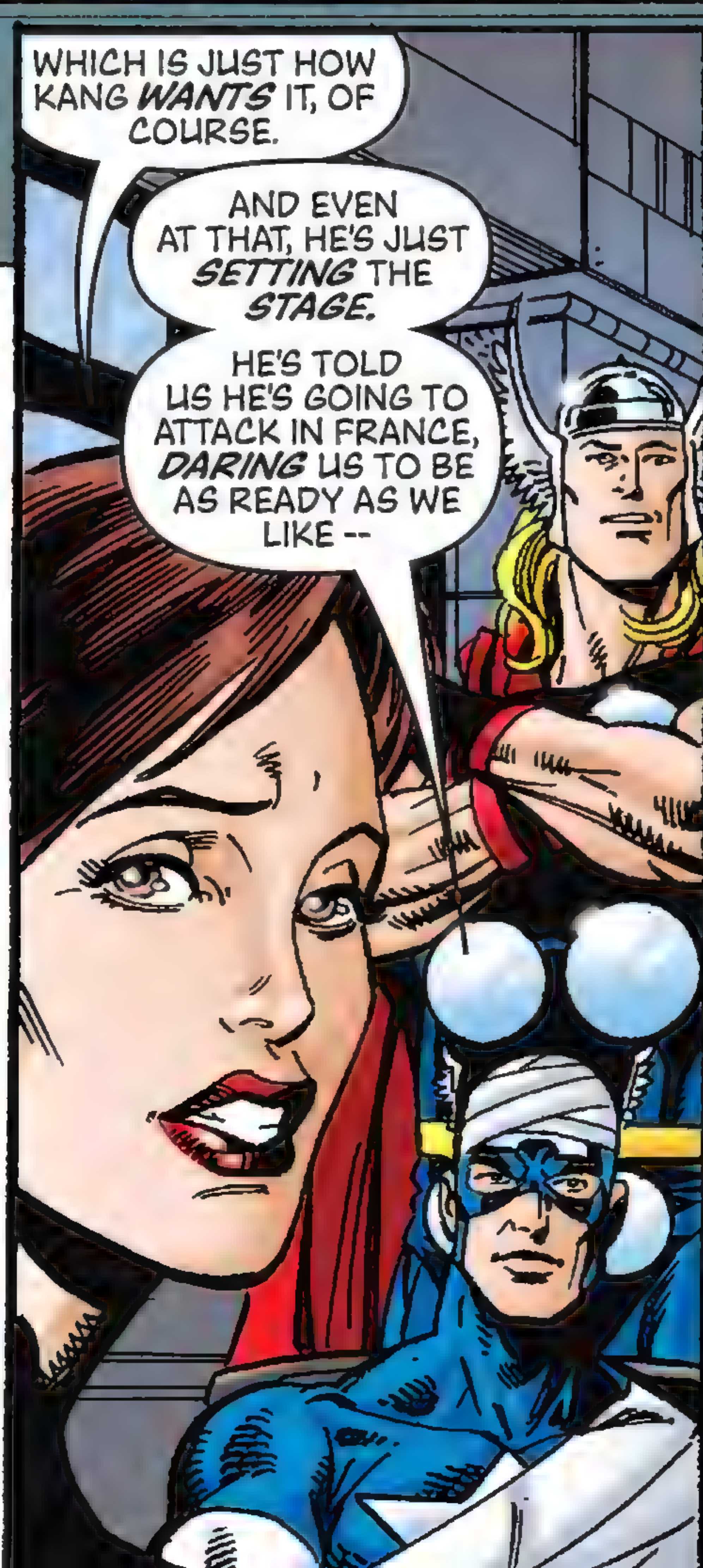
AND EVEN AT THAT, HE'S JUST *SETTING THE STAGE*.

HE'S TOLD US HE'S GOING TO ATTACK IN FRANCE, *DARING* US TO BE AS READY AS WE LIKE --

-- AND THEN THROWN US INTO CHAOS TO PREVENT *REAL* PREPARATION.

HE WANTS AN *EARLY VICTORY* -- NOT JUST TO ESTABLISH A *BEACHHEAD*, BUT TO *DEMORALIZE* THE WORLD --

-- TO MAKE IT SEEM LIKE HE CAN TELL US *EXACTLY* WHAT HE'S GOING TO DO, AND WE'RE *STILL* HELPLESS AGAINST HIM.





EXACTLY.
SO IT'S CRUCIAL
THAT WE *DENY* HIM THAT
VICTORY. WE HAVE TO HOLD
HIM *BACK*, HAVE TO BLOODY
HIS *NOSE* -- SHOW THE
WORLD THAT EARTH
CAN RESIST.

MILLIONS OF
LIVES MAY DEPEND ON
THE OUTCOME OF THIS
ONE --

EXCUSE
ME.



WH-WHAT?



HE -- HE
JUST --
LEFT?

I'M *SORRY*, GENERAL.
THOR'S NOT USUALLY
LIKE THIS. IF YOU CAN
WAIT A MOMENT,
I'LL --

NO, WASP --
I THINK I KNOW
WHAT THIS IS
ABOUT. YOU KEEP
TALKING --



-- I'LL
GO AFTER
HIM.



AVENGERS MANSION.
MANHATTAN. ■

SORRY I
HAVEN'T BEEN ABLE
TO MAKE IT OUT
THERE RECENTLY,
WANDA --

890 FIFTH
AVENUE



-- BUT THE GOVERNMENT'S BEEN RUNNING ME RAGGED.

I'VE BEEN WORKING SO HARD ON HOW TO CRACK KANG'S FORCE-FIELD -- I'VE BARELY HAD TIME TO SLEEP, LET ALONE SUIT UP AS IRON MAN.

DON'T WORRY ABOUT IT, TONY -- WE'VE GOT MORE AVENGERS ACTIVE NOW THAN WE HAVE FOR YEARS. WE'LL GET BY.

I'LL LET CAP AND JAN KNOW YOU -- OOPS! ANOTHER CALL COMING IN...

GOOD EVENING, SCARLET WITCH. I HAVE YOUR CODE-NAME CORRECT, YES?

I AM KRO, WARLORD OF DEVIANT LEMURIA. THIS IS A FORMAL CALL -- TO THANK YOU FOR RETURNING TO US OUR REBELLIOUS TRIBESMEN.

OF... OF COURSE, SIR. WE WERE JUST DOING OUR BEST TO KEEP THE PEACE.

AND LEMURIA DESIRES NOTHING BUT PEACE AND AMICABLE RELATIONS WITH THE REST OF THE WORLD. WE ARE IN THE AVENGERS' DEBT --

-- AND YOU MAY CALL ON US WHENEVER YOU CHOOSE.

GOODBYE.



≡WHEW≡

TALK ABOUT IMPRESSIVE -- I'VE DEALT WITH DR. DOOM, BUT THAT MAN'S GOT "OMINOUS" DOWN COLD...

AW, YOU COULD TAKE HIM EASY, KID.



SO HE'S THE WARLORD OF AN ENTIRE MONSTROUS RACE -- WHAT OF IT?

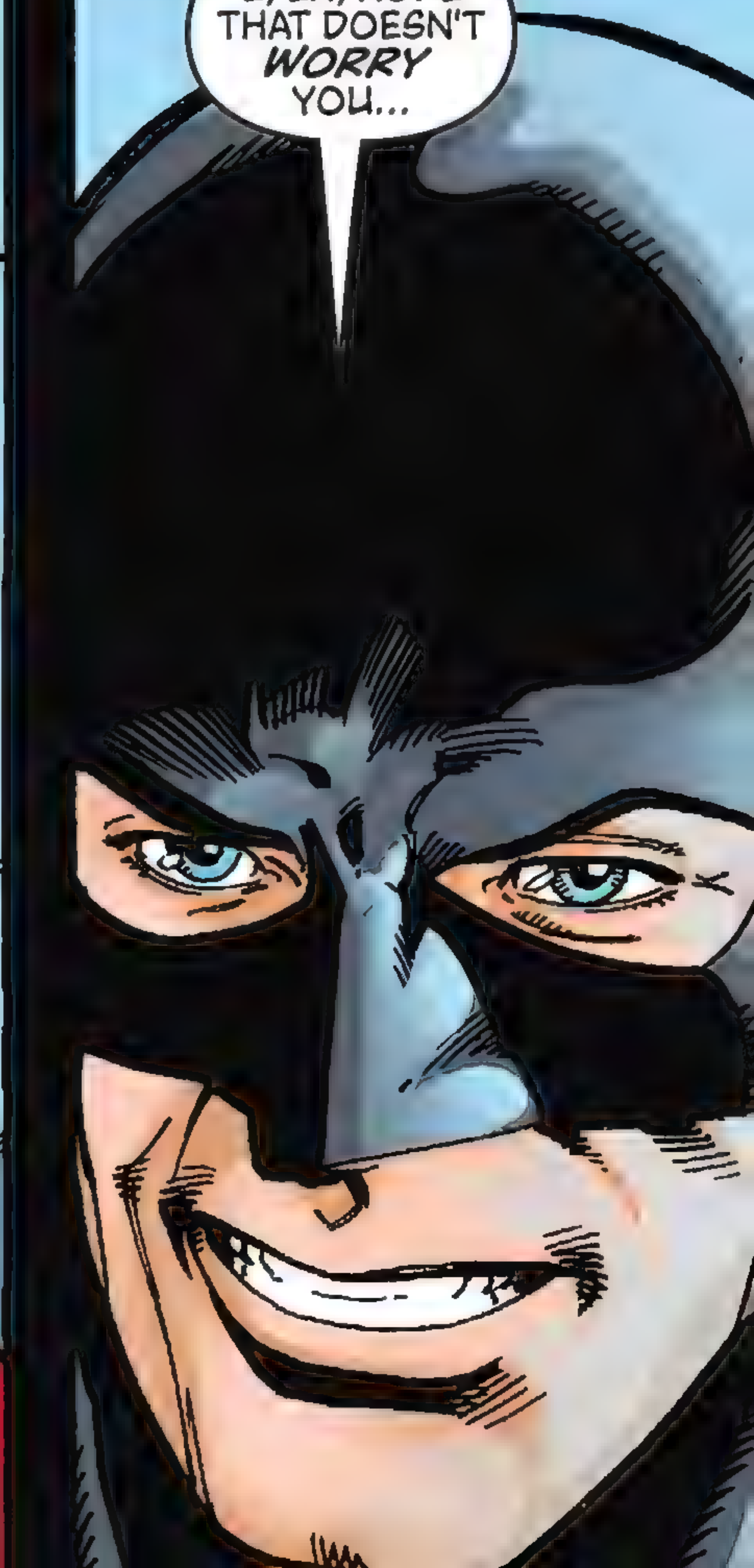
YOU'RE DEPUTY LEADER OF THE AVENGERS -- AND DON'T YOU FORGET IT!

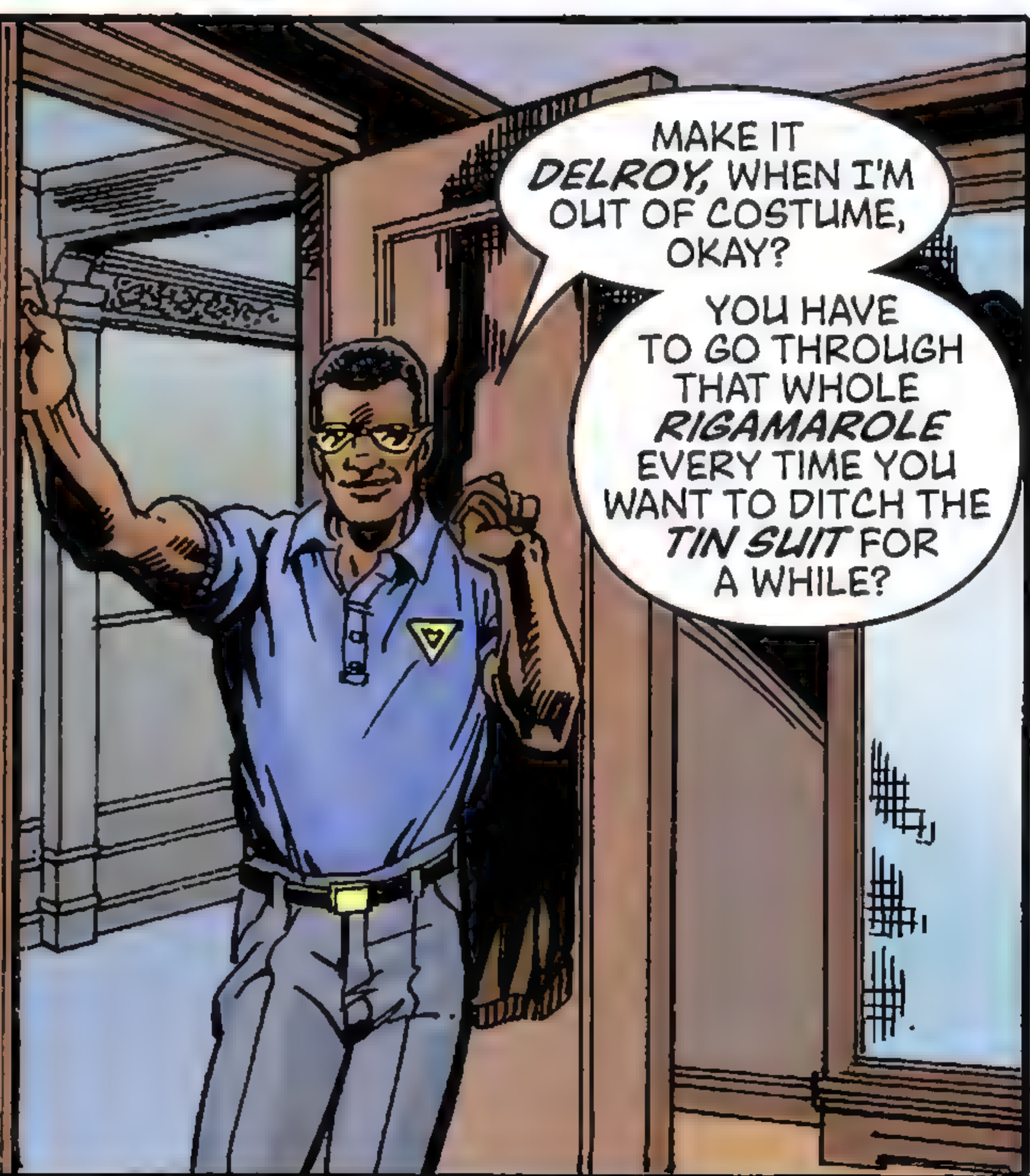
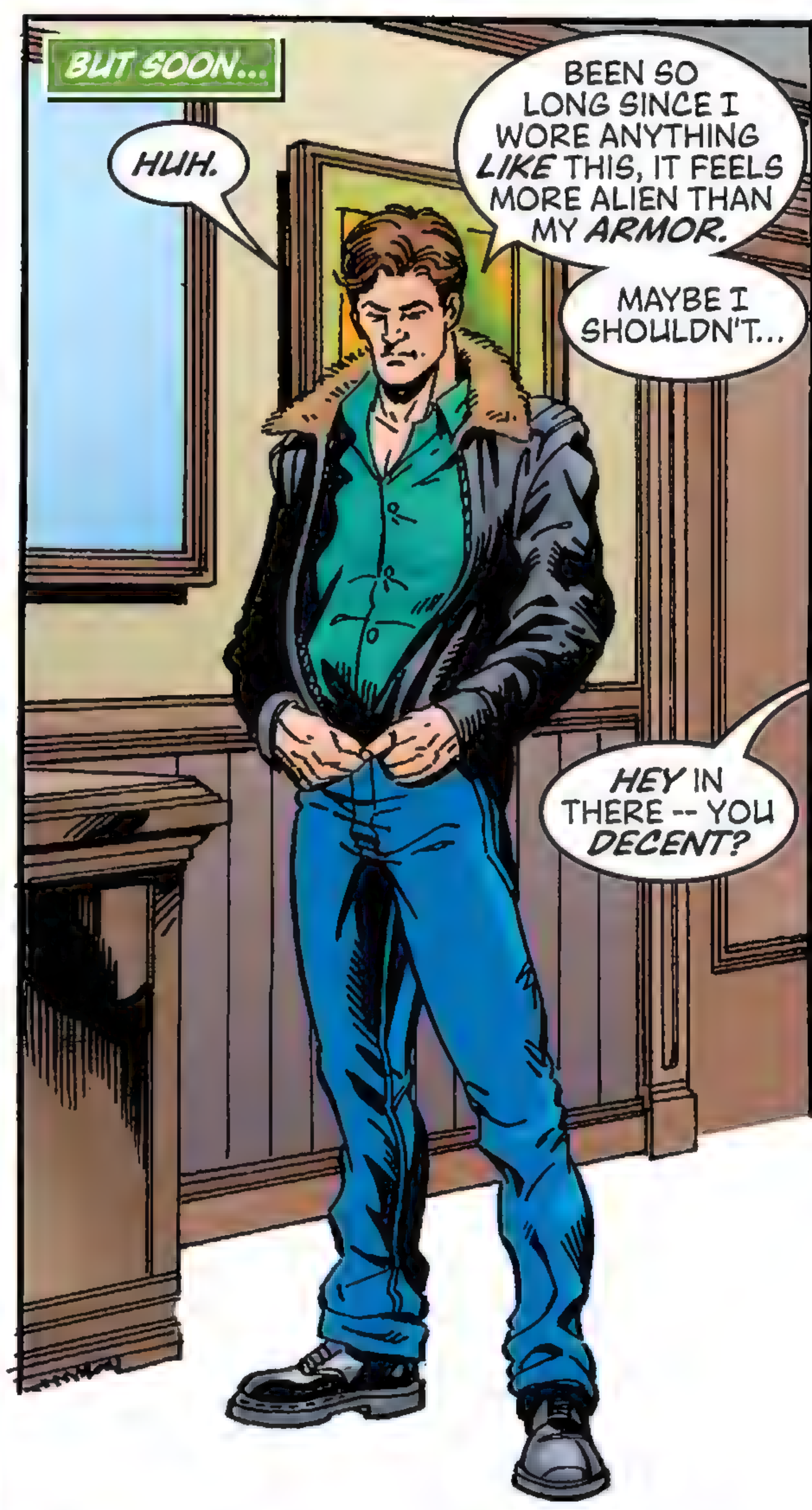
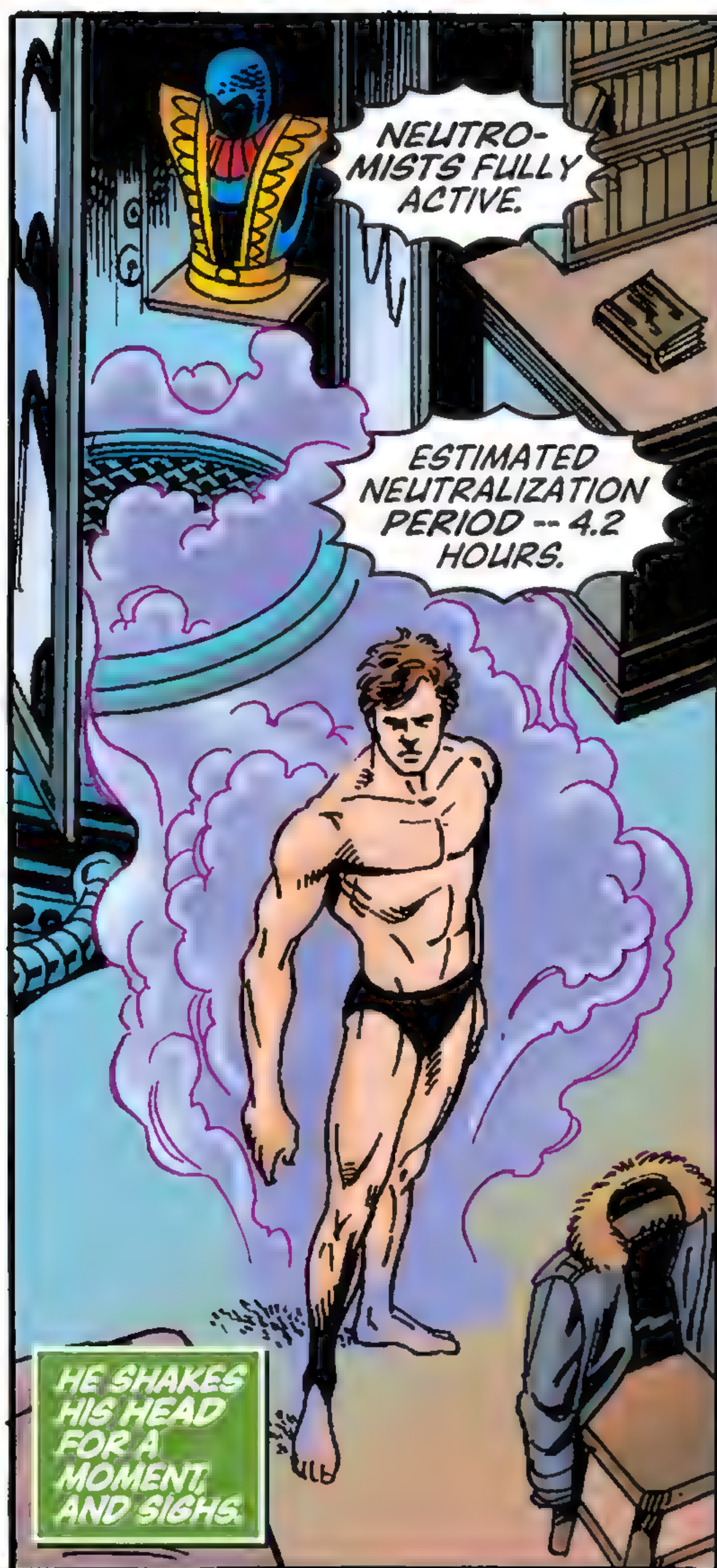
HANK! SO... YOU, AH, DECIDED TO BECOME YELLOWJACKET AGAIN?

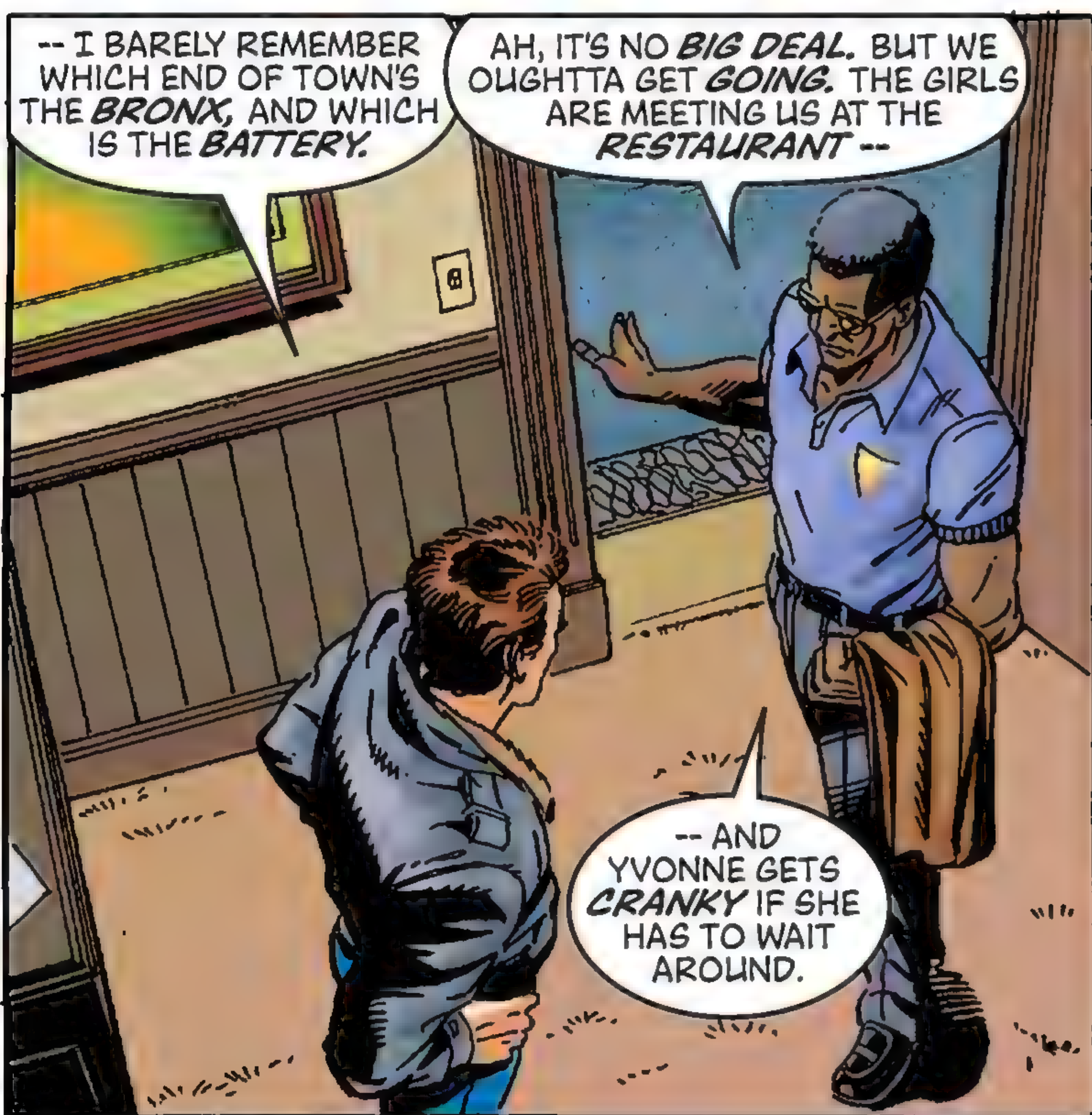
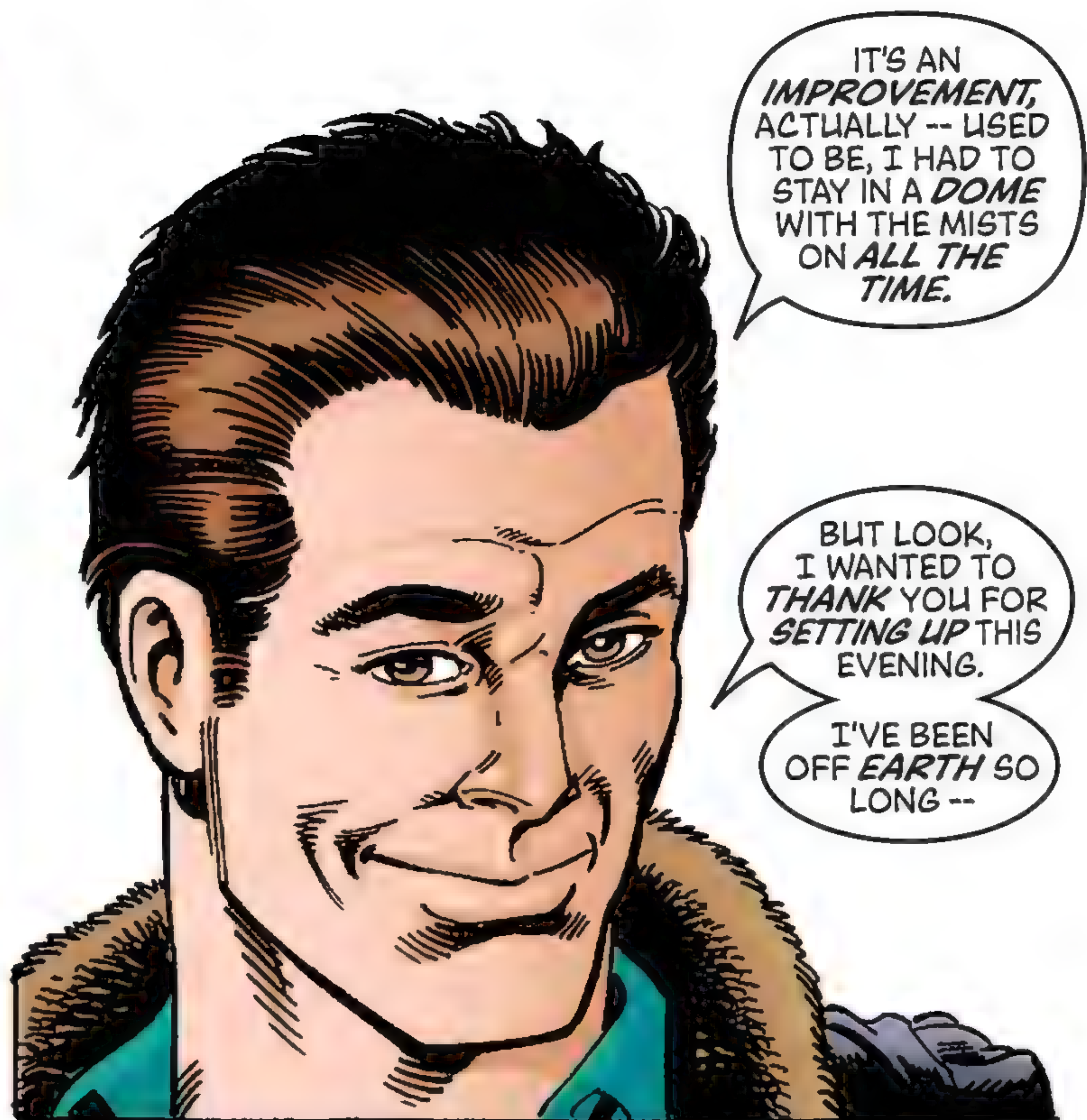
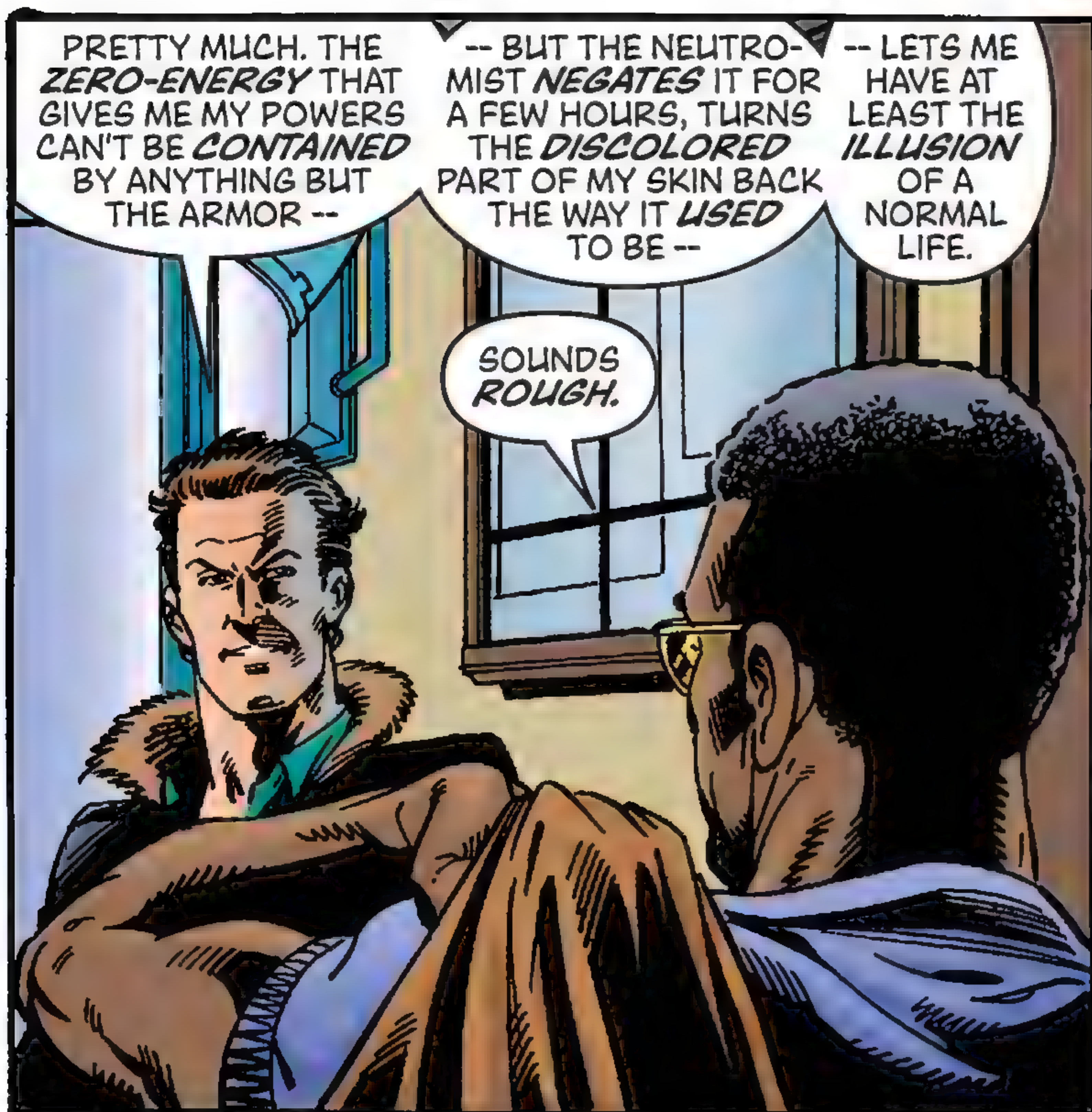
UM... YEAH. IT MIGHT SEEM LIKE AN ODD CHOICE, AFTER ALL MY TROUBLES, BUT I'VE SPENT TOO LONG HIDING FROM MY PROBLEMS, OR FROM WHO I AM.

IT'S AS YELLOWJACKET THAT I HAD MY WORST PROBLEMS -- SO IT'S AS YELLOWJACKET I'LL FACE THEM, AND FIND OUT IF I'M TRULY CURED.

I, EH, HOPE THAT DOESN'T WORRY YOU...







"-- ABOUT THE TRIUNE UNDERSTANDING..."

I WANTED TO DO THIS *QUIETLY*, AND WITHOUT INVOLVING TEAM *LEADERSHIP*. THAT WAY, WE CAN KEEP IT UNOFFICIAL -- AND *DENIABLE*.
VISION, WHY DON'T YOU TELL THEM WHAT WE'VE *LEARNED*?

VERY WELL.

WE KNOW JUSTICE AND FIRESTAR ARE UNDERCOVER AT TRIUNE HEADQUARTERS.

THEY AGREED TO IT AS A FAVOR TO IRON MAN, OUTSIDE THE TEAM'S PURVIEW -- AND AFTER THEY TOOK A LEAVE OF ABSENCE.

THEY SENT A REPORT OUT THROUGH PHOTON -- TELLING US THAT THE TRIUNES ARE RECRUITING FOLLOWERS AGAINST SOME PROPHESED THREAT FROM SPACE --

-- THAT THEY ARE BUILDING A SPACESHIP, TO ENGAGE THIS FOE --

JUSTICE AND FIRESTAR ARE DOING THEIR *BEST*. BUT THEY'RE YOUNG, AND NOT EXACTLY EXPERIENCED AT ESPIONAGE.

I THINK WE NEED SOMEONE ELSE ON THE SCENE --

A SPACESHIP?

YEAH, THAT BIT WAS NEWS TO ME, TOO...

-- AND THAT IT IS TO BE POWERED BY THE LIFEFORCE OF THE TRIUNE ACOLYTES.

-- SOMEONE WHO CAN GET TO THE *BOTTOM* OF WHAT'S GOING ON.

WHOA, HOLD IT! HOLD THE PHONE!

I KNOW YOU THINK THE T.U. IS SOME SORTA *BIZARRE CULT* -- BUT REMEMBER, I'M A MEMBER OF THE UNDERSTANDING. I *BELIEVE* IN THEIR PRINCIPLES --

-- AN' I DON'T THINK THIS IS *RIGHT*!

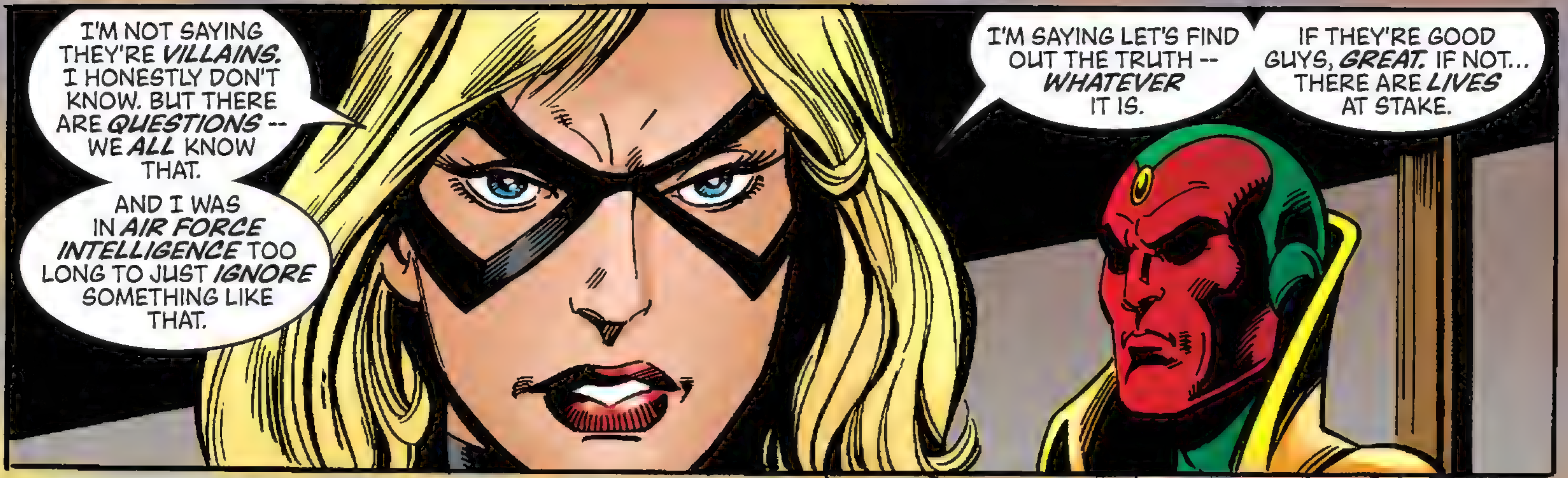
TELL ME, TRIATHLON. YOU HAD THE AVENGERS PRIVATE *PRIORITY FREQUENCY* BEFORE YOU EVER JOINED. WHERE'D YOU GET IT?

AH... THE TRIUNES.

AND YOU'VE GOT NO *WORRIES* ABOUT THEM?

YOU THINK THEY'RE ON THE *UP-AND-UP*, THEY'RE BEING *COMPLETELY OPEN* ABOUT WHATEVER CONNECTION YOU MIGHT HAVE TO THE *3-D MAN*?

AH...



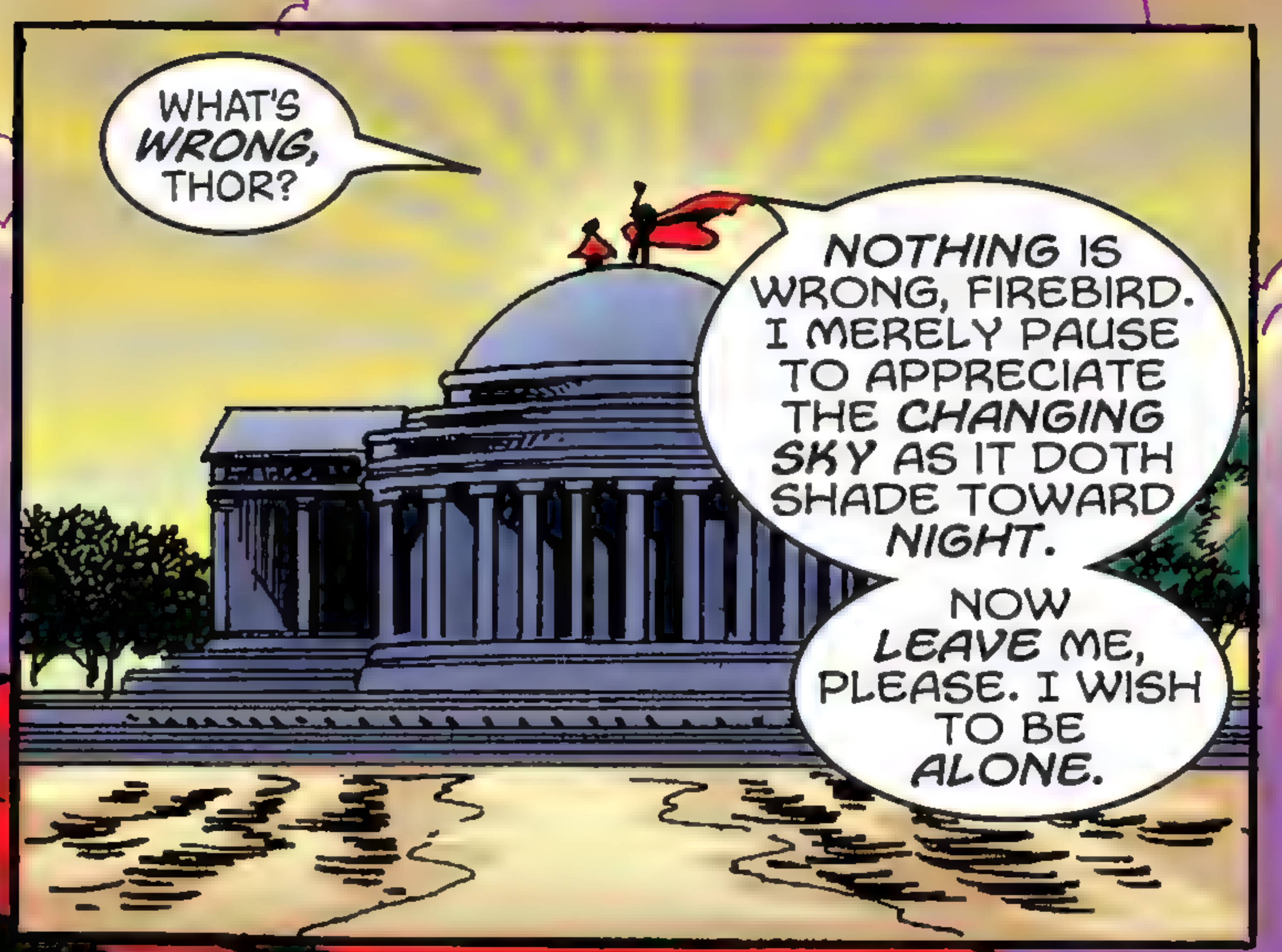
I'M NOT SAYING THEY'RE *VILLAINS*. I HONESTLY DON'T KNOW. BUT THERE ARE *QUESTIONS* -- WE *ALL* KNOW THAT.

AND I WAS IN *AIR FORCE INTELLIGENCE* TOO LONG TO JUST *IGNORE* SOMETHING LIKE THAT.

I'M SAYING LET'S FIND OUT THE TRUTH -- *WHATEVER* IT IS.

IF THEY'RE GOOD GUYS, *GREAT*. IF NOT... THERE ARE *LIVES* AT STAKE.

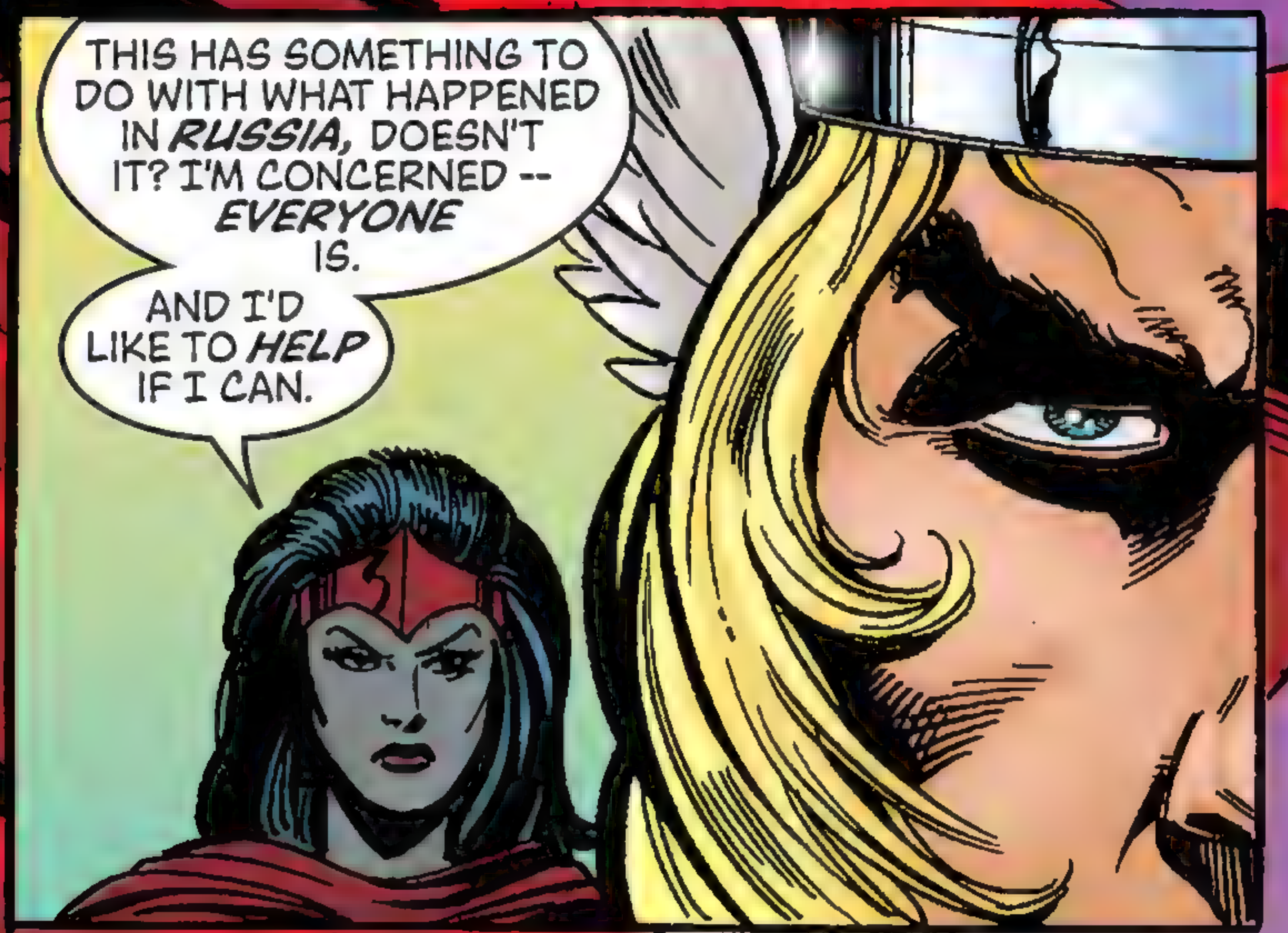
WASHINGTON.



WHAT'S *WRONG*, THOR?

NOTHING IS WRONG, FIREBIRD. I MERELY PAUSE TO APPRECIATE THE *CHANGING* SKY AS IT DOTH SHADE TOWARD NIGHT.

NOW LEAVE ME, PLEASE. I WISH TO BE ALONE.



THIS HAS SOMETHING TO DO WITH WHAT HAPPENED IN *RUSSIA*, DOESN'T IT? I'M CONCERNED -- *EVERYONE* IS.

AND I'D LIKE TO *HELP* IF I CAN.



WOMAN, I SAID --

YES?



THOU HAST SPIRIT, BONITA JUAREZ, TO STAND UP TO THE SON OF ODIN. IT IS A QUALITY I SEEM TO ENCOUNTER MORE FREQUENTLY OF LATE.

I JUST THINK YOU NEED A FRIEND.

AND WHAT KIND OF FRIEND WOULD I BE IF I LET YOU CHASE ME OFF?



THE DISCUSSION IN THERE -- IT DID SEEM SO TRANSIENT, SO UNIMPORTANT. WAR. DEATH. IT IS NEVER FAR FROM THE LIVES OF MORTALS.

I AM... CONSIDERING LEAVING THE AVENGERS, ONCE THE PRESENT DANGER IS PAST.

LEAVING? BUT WHY?

IN RUSSIA, WHEN I DID THINK CAPTAIN AMERICA TO BE DEAD, I WAS OVERCOME WITH GRIEF, AND RAGE. AND THAT, IN ITSELF, IS THE PROBLEM.



I AM AN IMMORTAL. ALL HUMAN LIVES ARE BRIEF BY COMPARISON TO MINE OWN. AND I HAD CONVINCED MYSELF... CONVINCED MYSELF...

...THAT I WAS NOT TOO ATTACHED TO THESE FIREFLY COMRADES, WHO BLINK OUT SO SWIFTLY.

BUT AS THOU DIDST SEE, IN SIBERIA... I WAS WRONG.



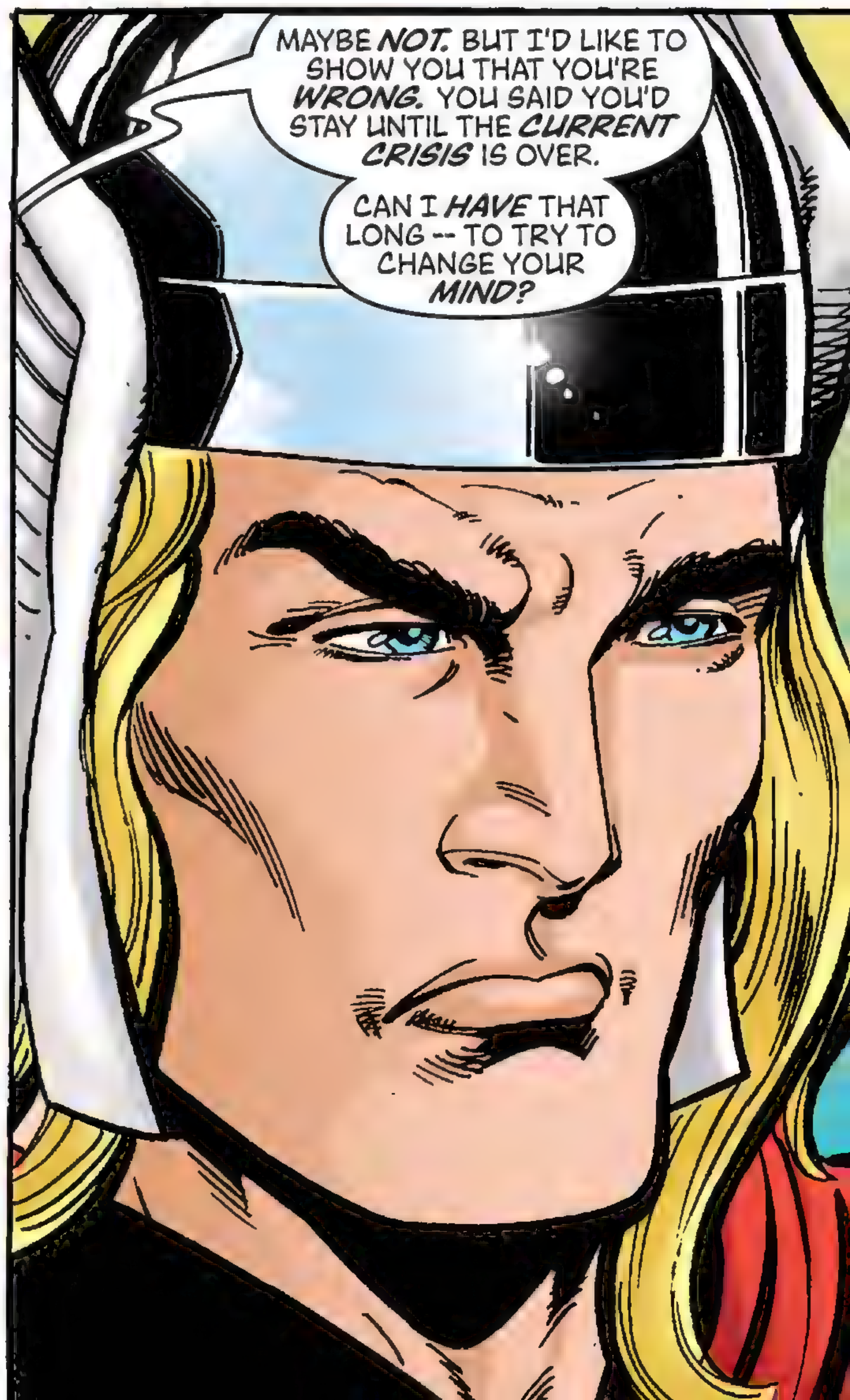
IT IS FOOLISH OF ME, TO MAKE SUCH CLOSE BONDS, CONVINCING MYSELF THAT THESE MORTALS WILL NOT BURN OUT, WILL NOT VANISH. BUT THEY WILL.

AND I AM A GOD, PLAYING AT MORTALITY, PRETENDING TO SOMETHING I AM NOT. I SHOULD STOP.

I'M NOT SO SURE ABOUT THAT.

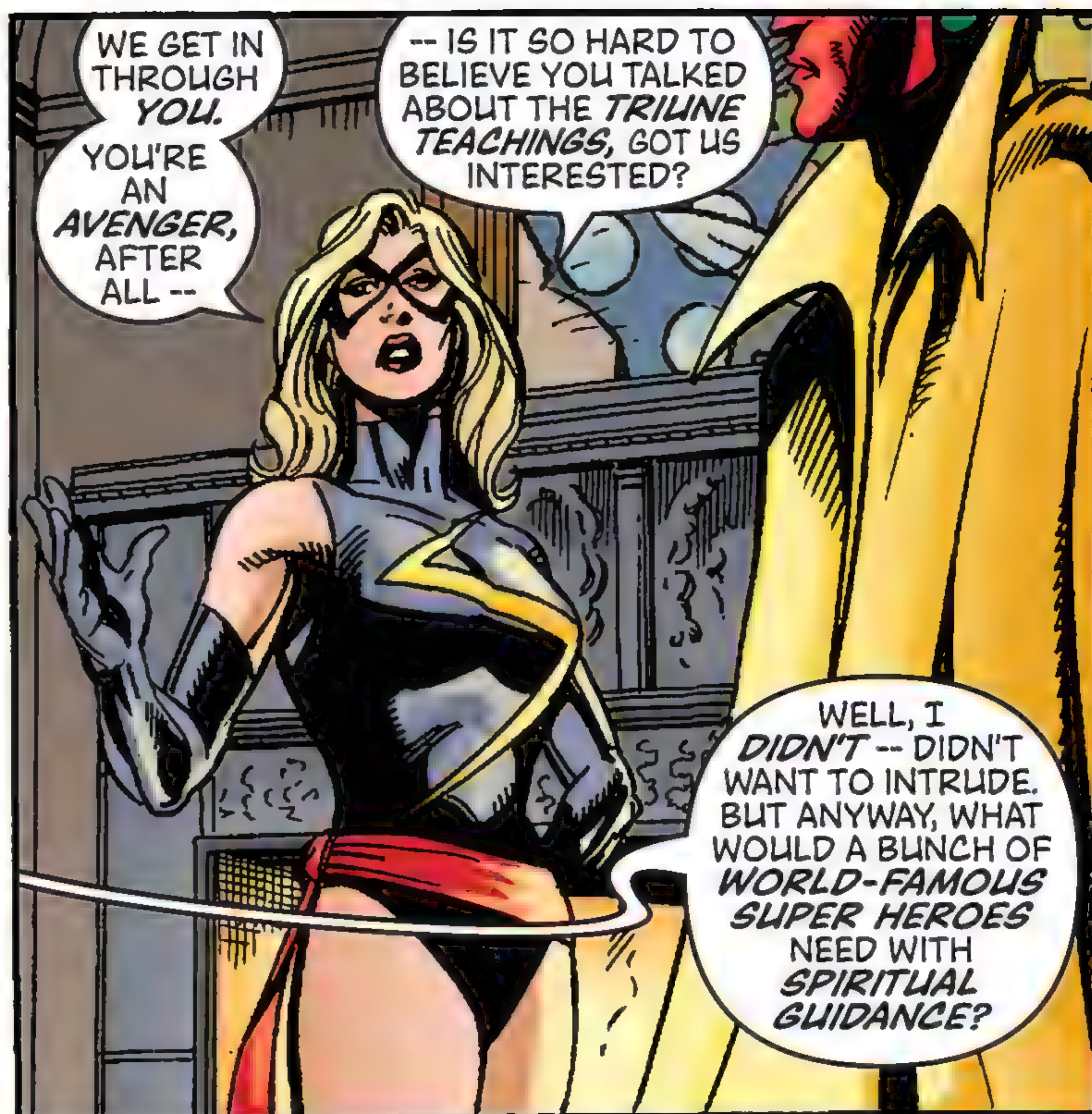
I THINK, IF YOU LEAVE, YOU'LL BE MAKING A MISTAKE -- COSTING YOURSELF SOMETHING PRECIOUS, TO SPARE YOURSELF PAIN.

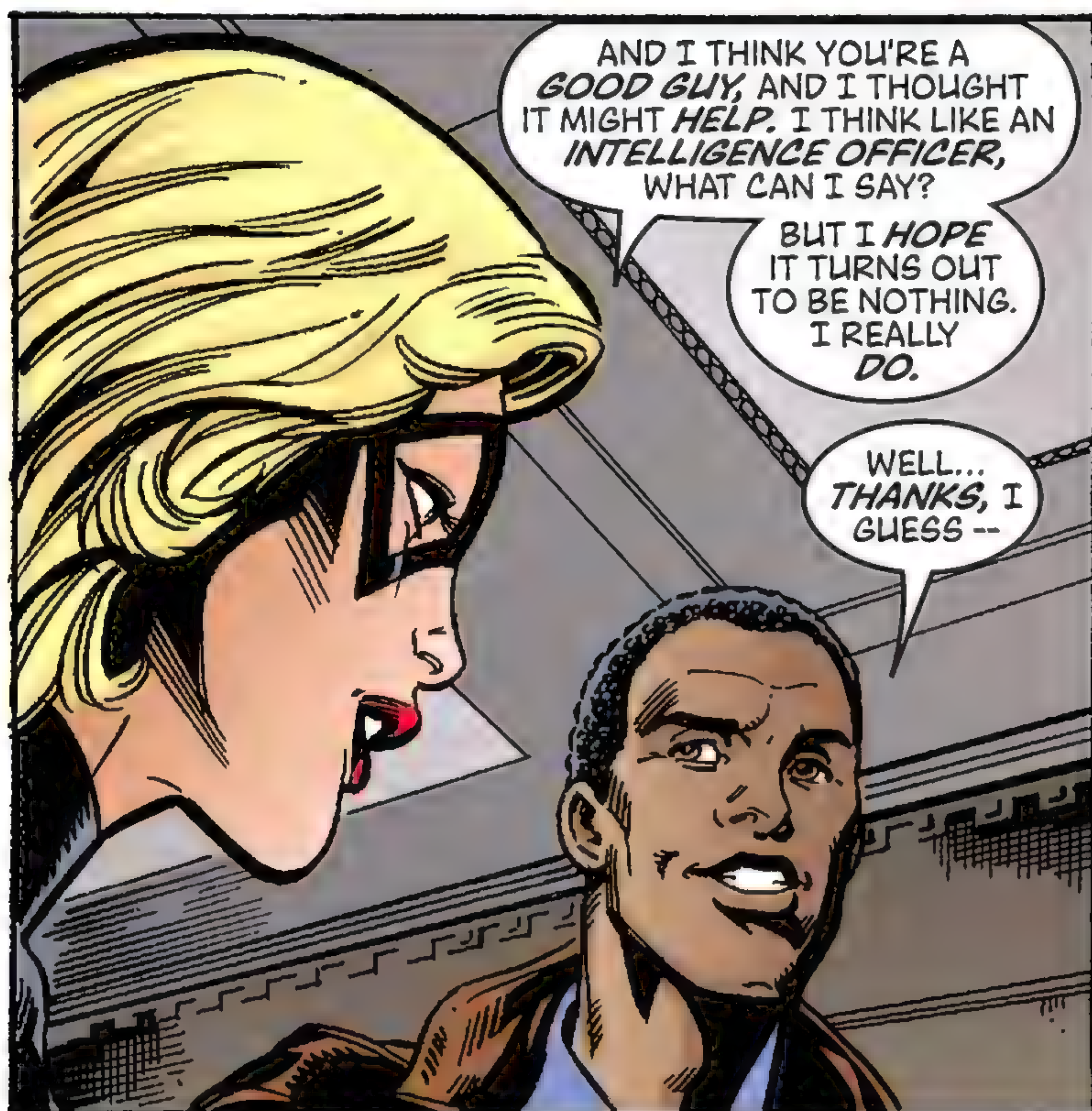
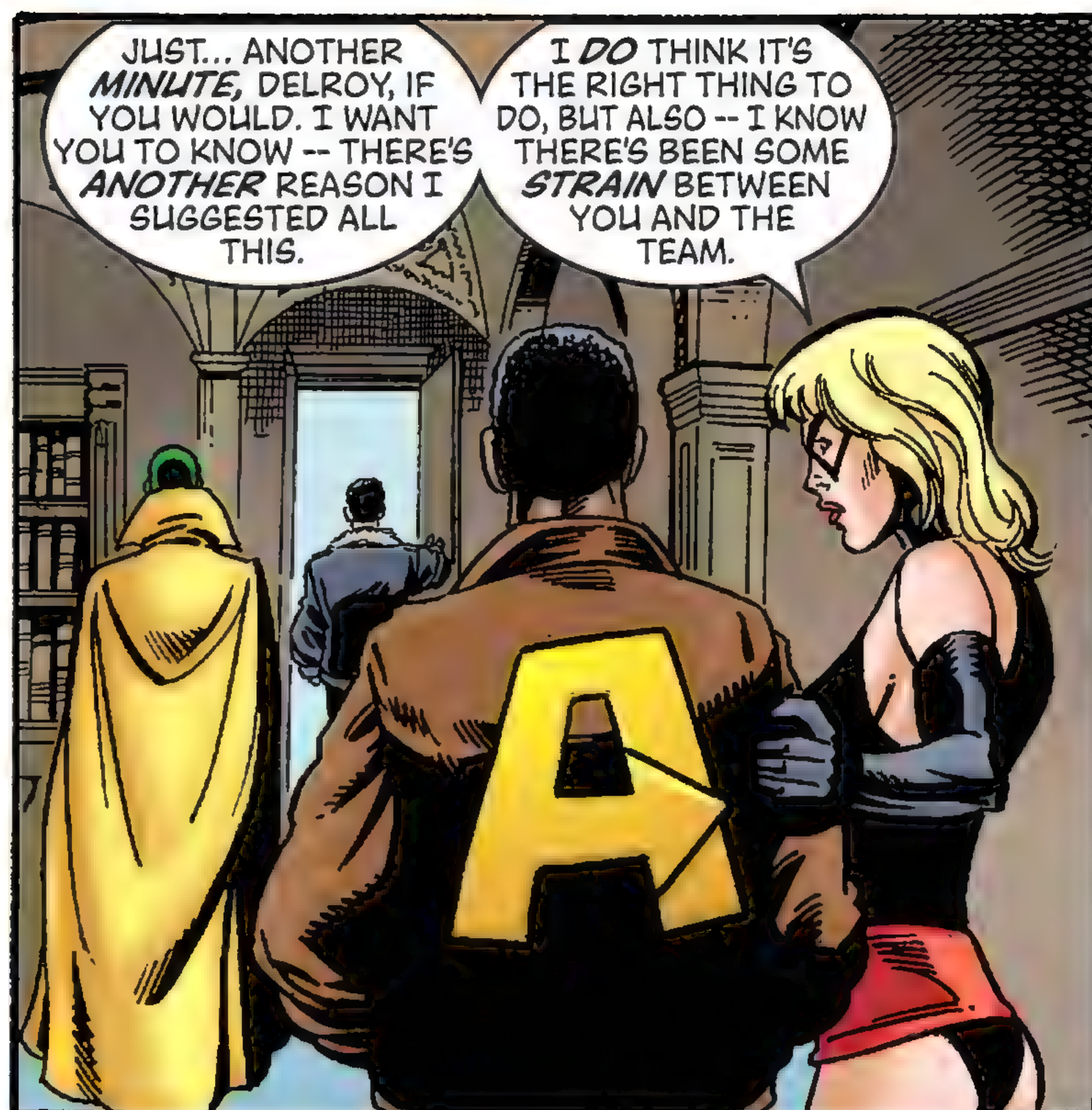
YOU CANNOT UNDERSTAND.

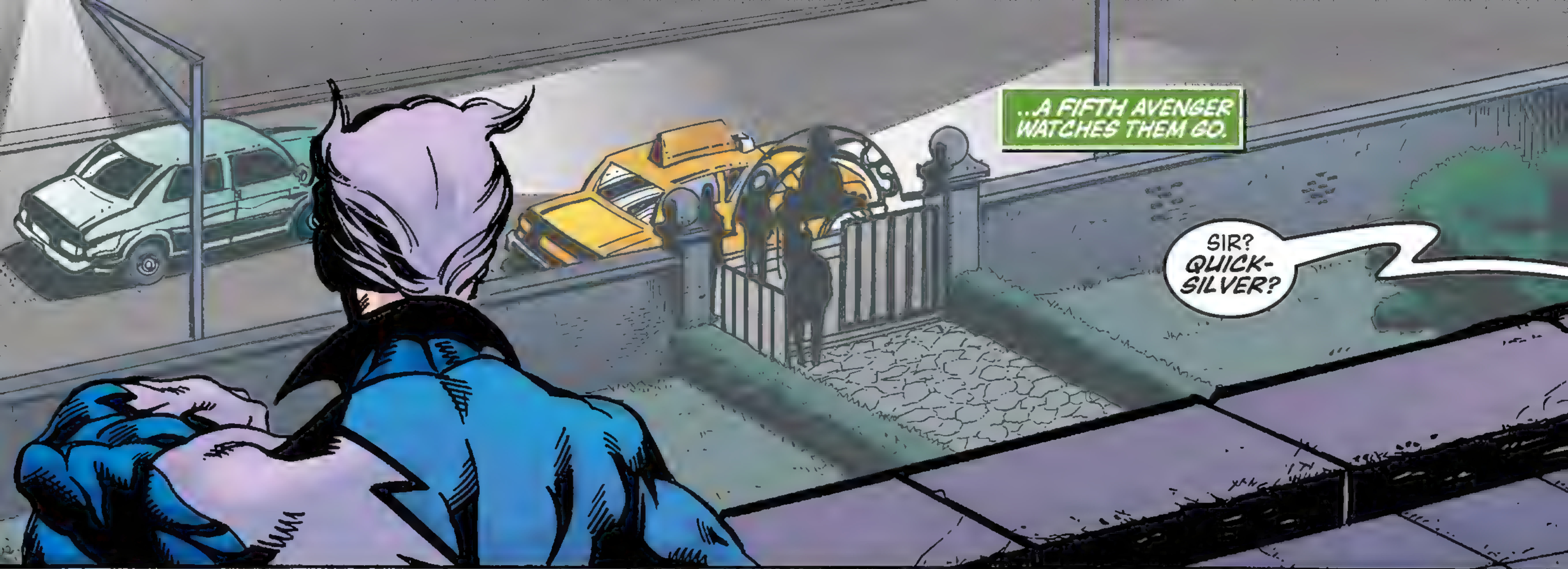


MAYBE NOT. BUT I'D LIKE TO SHOW YOU THAT YOU'RE WRONG. YOU SAID YOU'D STAY UNTIL THE CURRENT CRISIS IS OVER.

CAN I HAVE THAT LONG -- TO TRY TO CHANGE YOUR MIND?







...A FIFTH AVENGER
WATCHES THEM GO.

SIR?
QUICK-
SILVER?



HM?
JARVIS?

I BROUGHT
REFRESHMENTS,
SIR.

I THOUGHT
YOU MIGHT LIKE
A *SNACK*.

THANK
YOU. THAT'S
VERY KIND.

I WAS JUST...
COLLECTING MY
THOUGHTS. WONDERING
WHERE THE OTHERS WERE
HEADED, IN SUCH A
CONVIVIAL GROUPING.



YOU COULD
JOIN THEM.
I'M SURE
THEY'D --

NO, I
DON'T *THINK*
SO.

I MIGHT
DO SOME TRAINING
IN THE *COMBAT*
SIMULATION ROOM,
THOUGH.

I FIND
MYSELF *WISHING...*
WISHING THE *ALARMS*
WOULD GO OFF. THAT
WE'D BE CALLED BACK
INTO *ACTION*
AGAIN.

SIR?



DURING *BATTLE*, AT LEAST,
I KNOW WHO I AM -- WHAT
MY *ROLE* IS. I DEPEND ON MY
POWER, MY TRAINING, MY
TACTICAL SKILL.

BUT *AWAY*
FROM THE
BATTLEFIELD,
WHAT *AM* I?

A FAILED
HUSBAND. AN
ABSENT
FATHER.

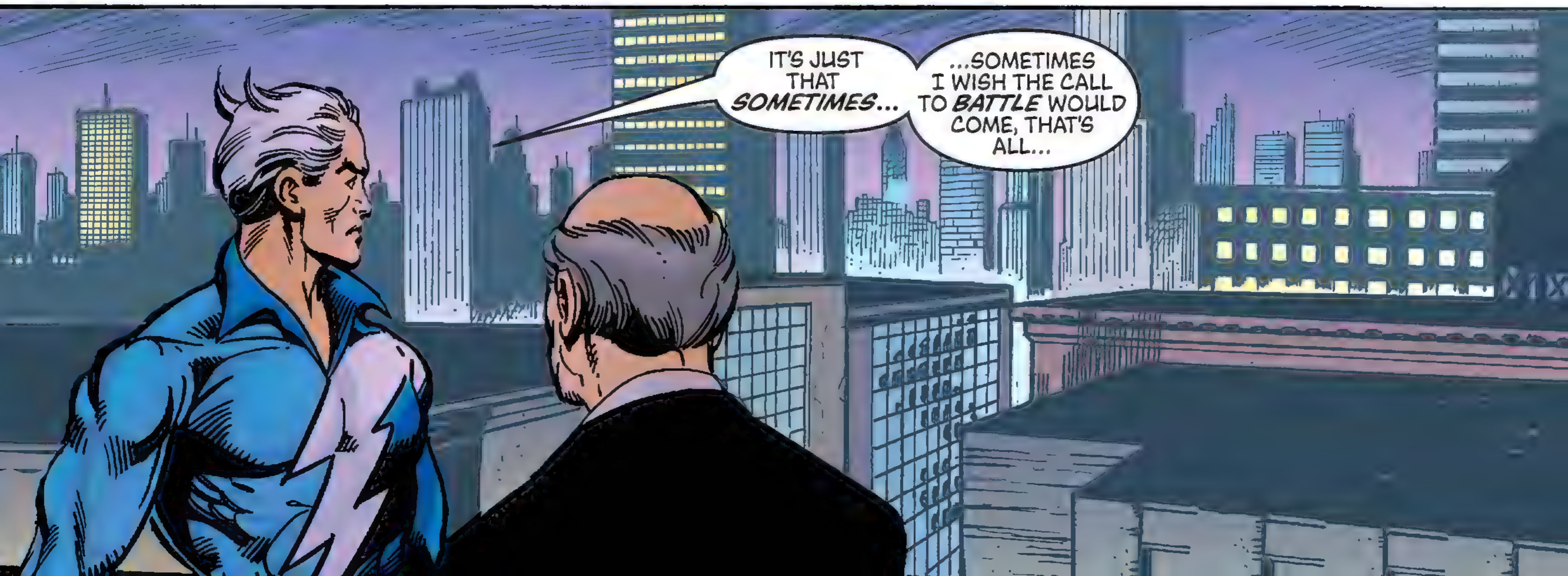


REALLY, SIR. YOU'RE
FAR MORE THAN --

THERE'S
NO NEED TO
MANUFACTURE
COMPLIMENTS,
JARVIS. I *KNOW*
WHAT I AM.

I AM
ARROGANT,
QUICK-
TEMPERED AND
UNLIKABLE.

I *KNOW*
THAT, AND I DON'T
MIND. USUALLY, I
DO NOT *WISH* TO BE
LIKED -- AND I THINK I
HAVE *GOOD CAUSE*
TO BE ARROGANT.



IT'S JUST
THAT
SOMETIMES...

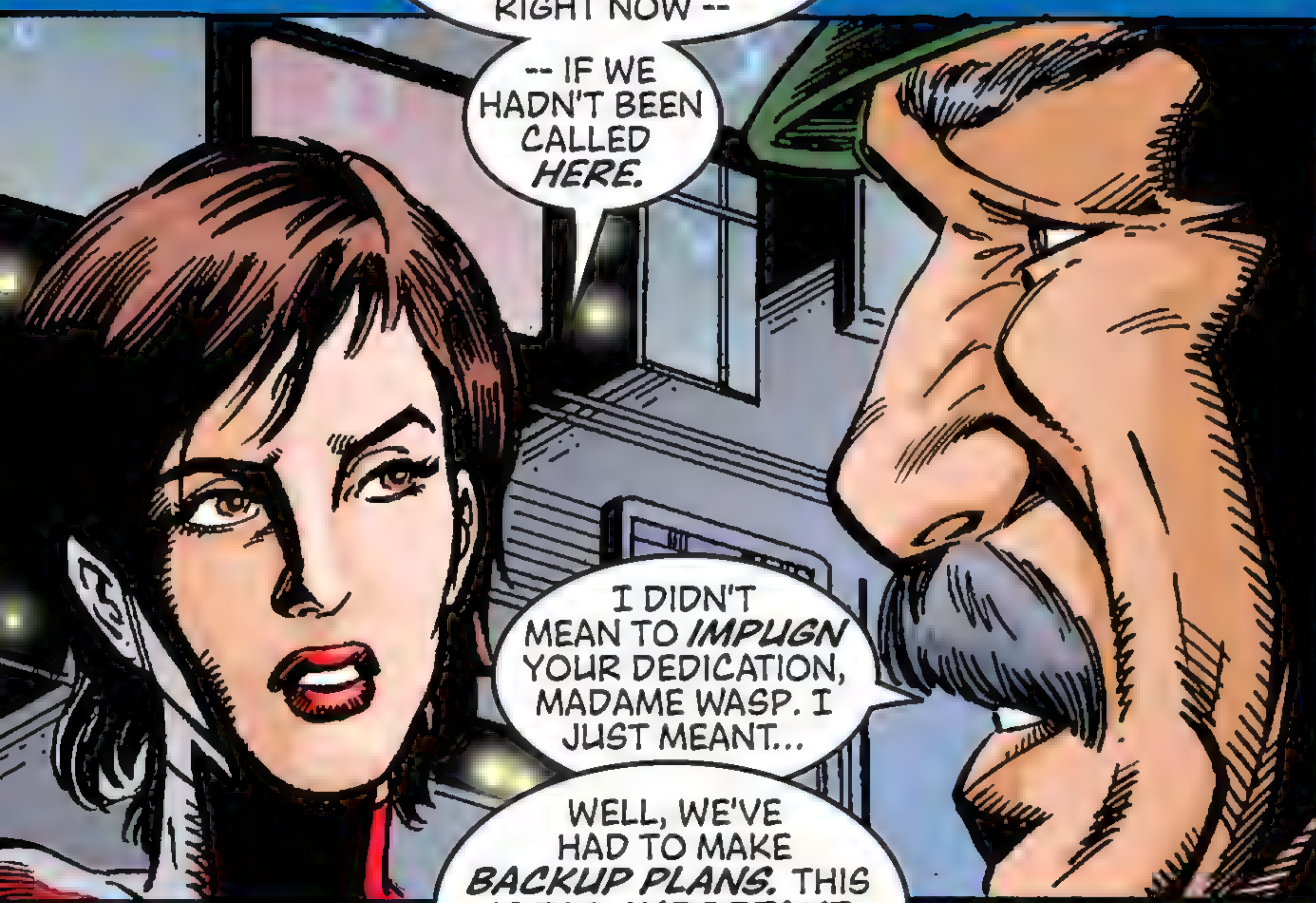
...SOMETIMES
I WISH THE CALL
TO *BATTLE* WOULD
COME, THAT'S
ALL...

WASHINGTON.

...AND ATTUMA'S SOLDIERS HAVEN'T RETURNED. WE'RE TOLD HE MAY BE HAVING SOME TROUBLE WITH PRINCE NAMOR.

LET'S HOPE SO.

FRANKLY, WE HAD HOPED THE AVENGERS COULD HAVE TAKEN THE FIGHT TO KANG, ENDED HIS THREAT, BUT...





SENTINELS?!

YOU'RE NOT
SERIOUS,
GENERAL?

WE'RE NOT A
JOKEY *BUNCH* AROUND
HERE, MA'AM.

WE THINK
THEY MAY BE ABLE TO
PIERCE THE *FORCE-FIELD*
AROUND KANG'S BASE. WE
HAVE OVER 200 UNDER
CONSTRUCTION --

-- WE'VE
BOOSTED THEIR
PLASMA BEAM
OUTPUT,
INCREASED THEIR
SPEED --

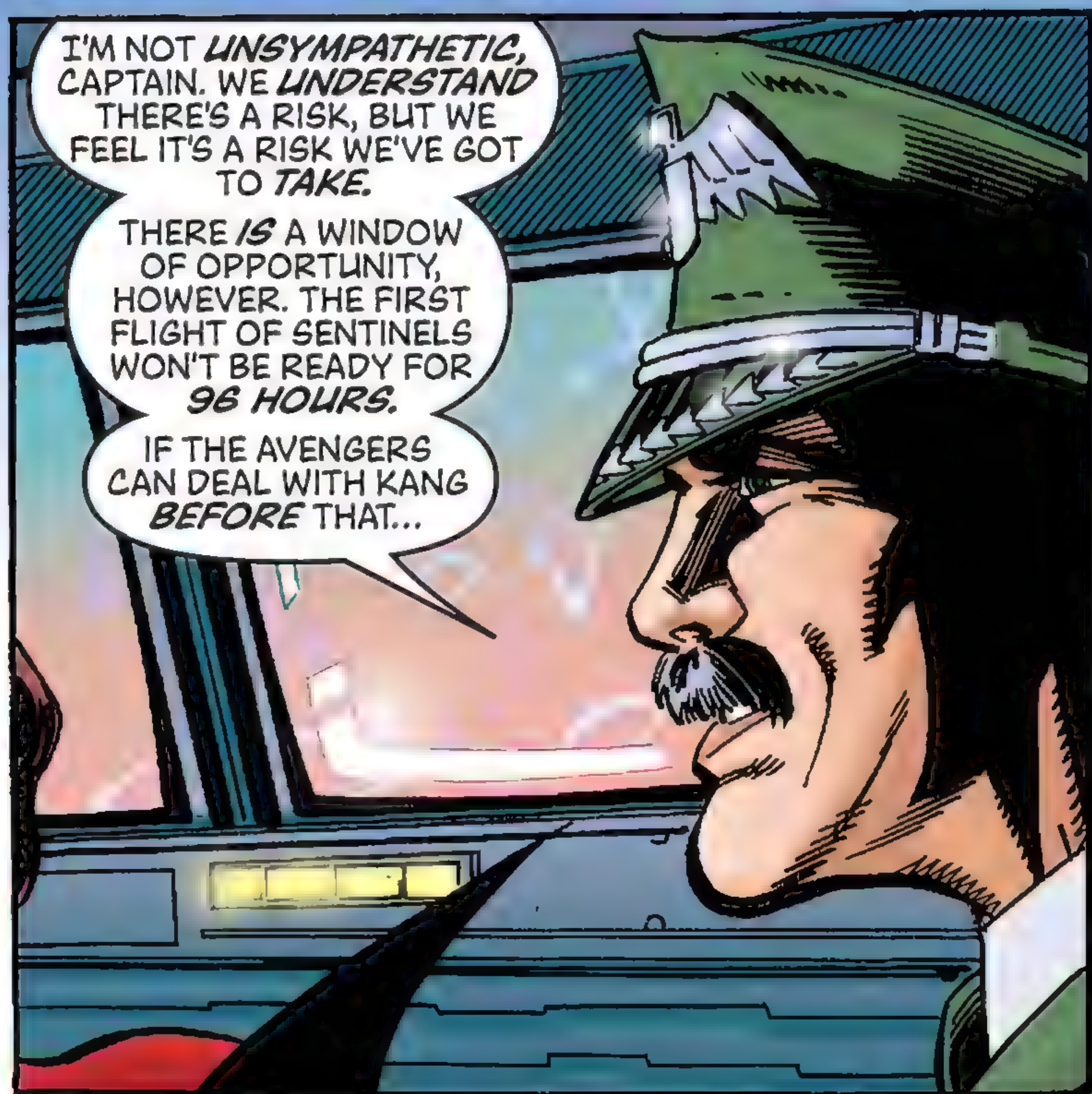


GENERAL, WITH
ALL DUE *RESPECT* --
THIS IS A *BAD*
IDEA.

THE *FIRST* TIME THE SENTINELS
WERE ACTIVATED, THEY *TURNED*
ON THEIR CREATOR. THE *SECOND*
TIME, THEY DID IT *AGAIN*.

MORE *RECENTLY*,
THEY *DEVASTATED*
MANHATTAN.

THEY'RE
TOO *RISKY* --
THEY'RE JUST A
BAD IDEA.



I'M NOT *UNSYMPATHETIC*,
CAPTAIN. WE *UNDERSTAND*
THERE'S A RISK, BUT WE
FEEL IT'S A RISK WE'VE GOT
TO TAKE.

THERE *IS* A WINDOW
OF OPPORTUNITY,
HOWEVER. THE FIRST
FLIGHT OF SENTINELS
WON'T BE READY FOR
96 HOURS.

IF THE AVENGERS
CAN DEAL WITH KANG
BEFORE THAT...

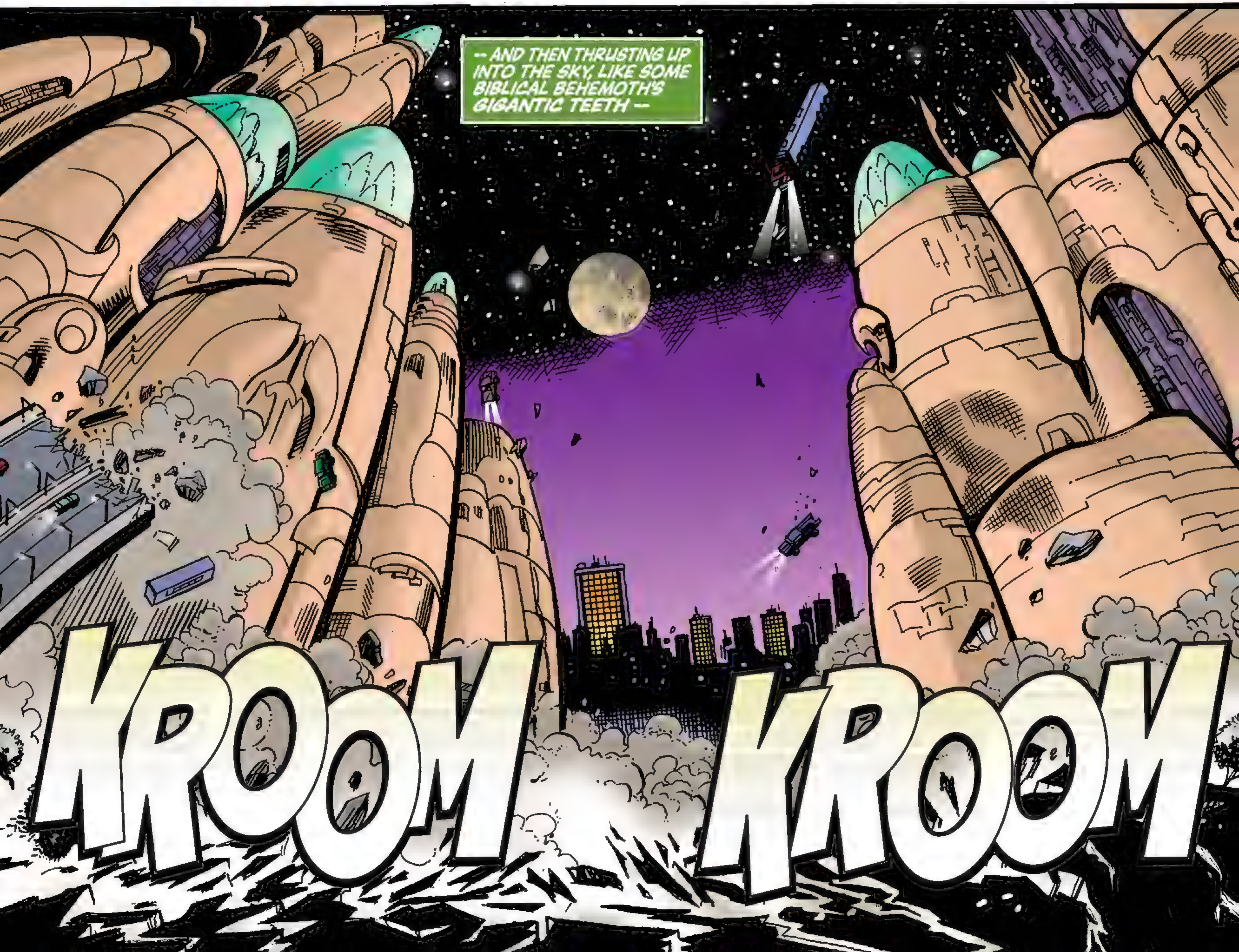


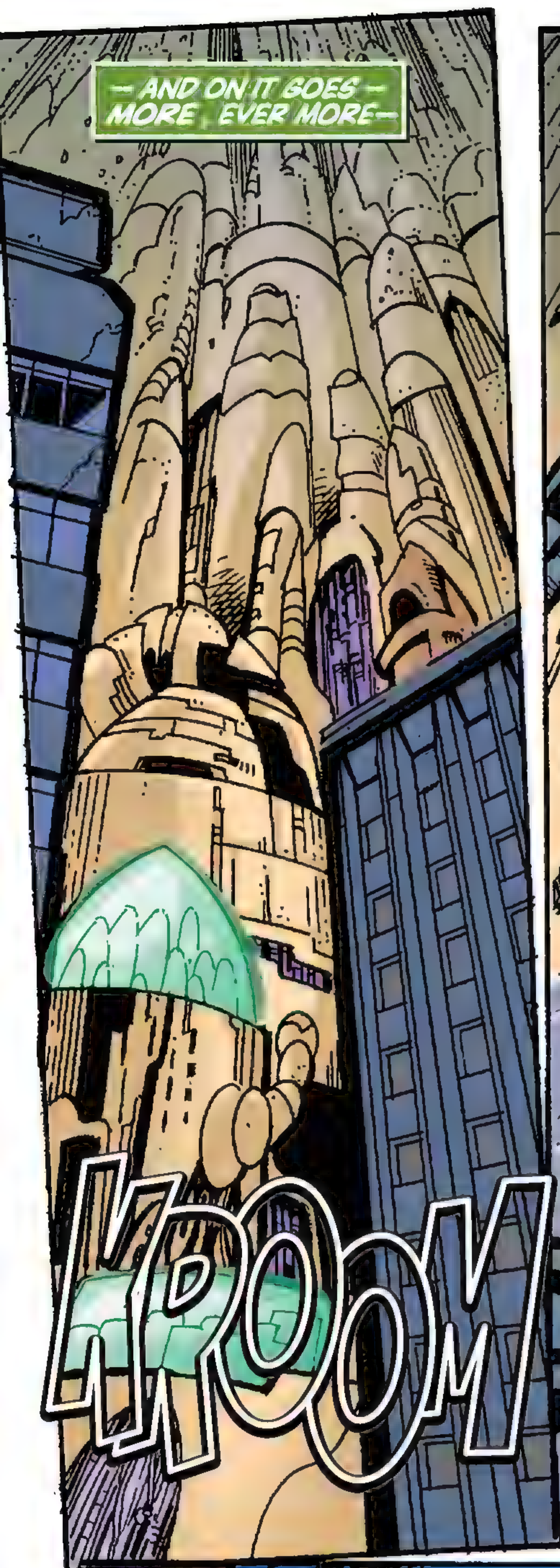
96
HOURS?

IF THAT'S
ALL YOU CAN
GIVE US, GENERAL --
WE'LL *TAKE* IT. AND
I ASSURE YOU,
SIR --

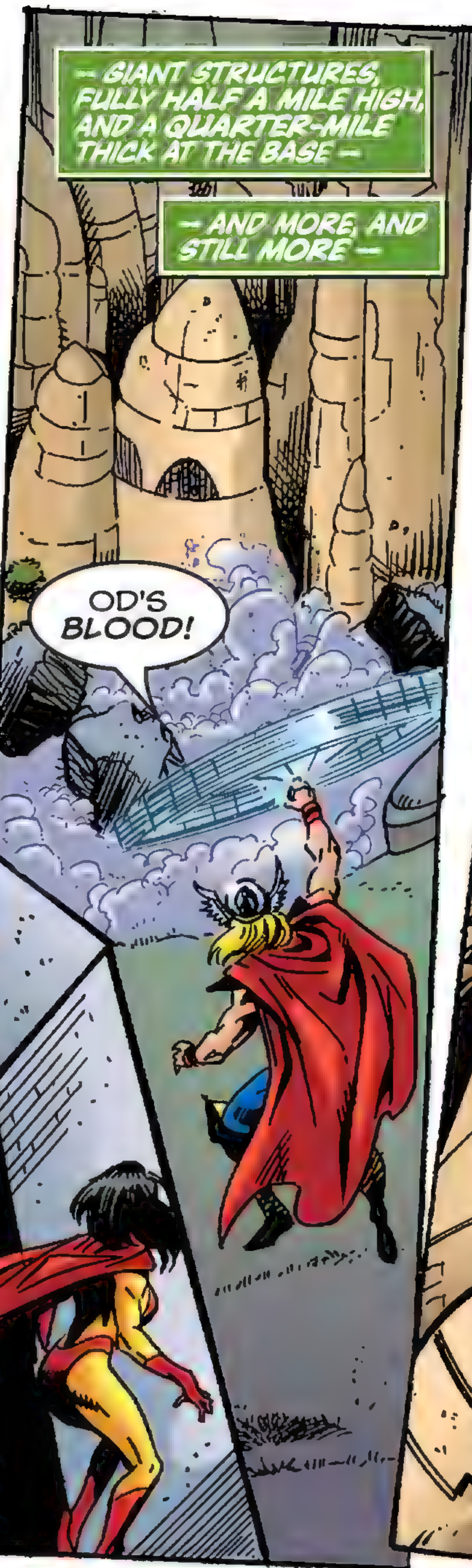
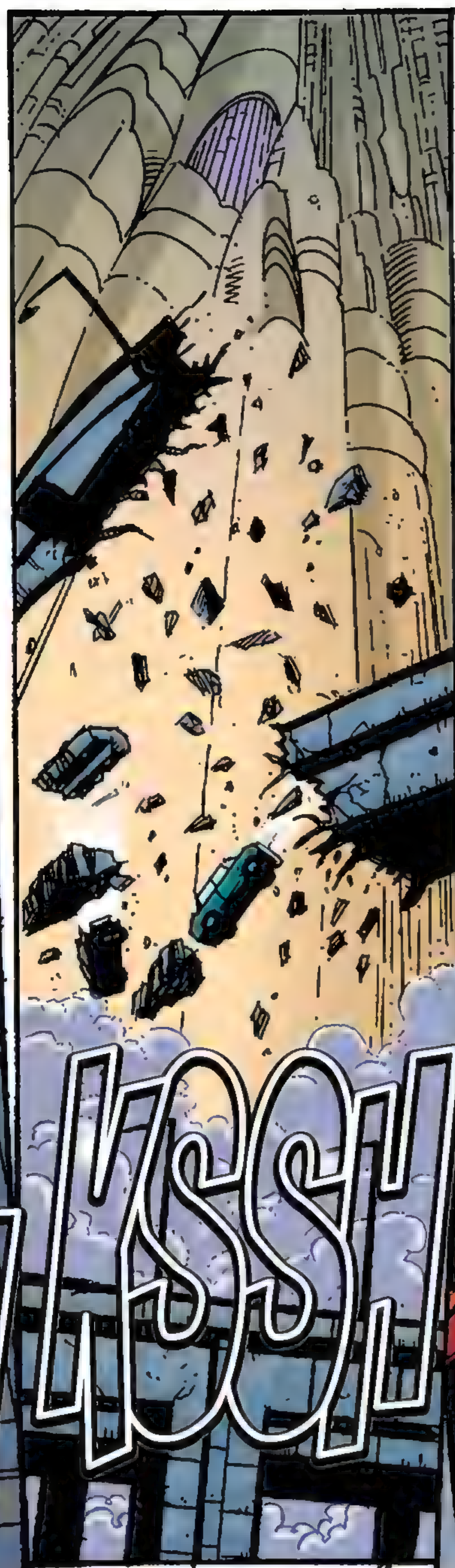
-- WE *WILL*
FIND A WAY TO
TAKE KANG
DOWN.

THE WORDS ARE SAID
CASUALLY, QUIETLY --
BUT STILL, THEY HAVE
THE RING OF A
SOLEMN OATH...





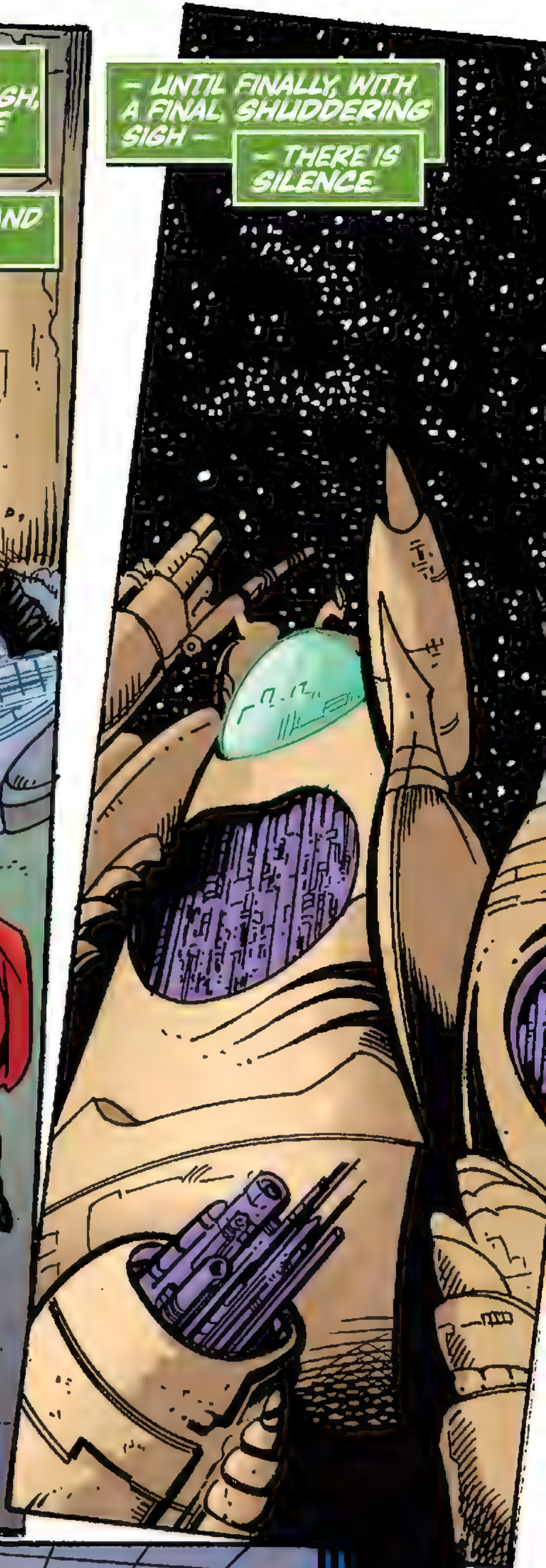
— AND ON IT GOES —
MORE, EVER MORE —



— GIANT STRUCTURES,
FULLY HALF A MILE HIGH,
AND A QUARTER-MILE
THICK AT THE BASE —

— AND MORE, AND
STILL MORE —

OD'S
BLOOD!



— UNTIL FINALLY, WITH
A FINAL SHUDDERING
SIGH —

— THERE IS
SILENCE

WROOM WSSH!



FOR A MOMENT.

SIR!
SIR!

THIS --
THIS STRUCTURE --
WHATEVER IT IS -- IT'S
RINGING THE *WHOLE*
CITY! ENTIRELY AROUND,
IN ONE GREAT
RING!

WE HAVE
NO IDEA WHERE IT
CAME FROM -- THERE
WAS NO *WARNING*
WHATSOEVER!



SIR! THERE ARE *CALLS* COMING IN! IT'S
HAPPENING *EVERYWHERE*, SIR --
ALL OVER NORTH AMERICA!

BOSTON,
CHICAGO,
SAN FRANCISCO,
LOS ANGELES,
TORONTO --

WE'RE GETTING
MORE AND MORE
REPORTED EVERY
MINUTE!

COULD
THIS...

...COULD
THIS BE
KANG...?



HARDLY,
MY DEAR. QUITE
THE OPPOSITE,
IN FACT.

HUH?

MY
APOLOGIES FOR
THE UNORTHODOX
INTRUSION -- BUT I
WANTED TO SET YOUR
MINDS AT EASE AS
SOON AS
POSSIBLE.

IT IS I
WHO HAVE
FORTIFIED THE CITIES
OF NORTH AMERICA.
AND I WHO WILL REPEL
THE AGGRESSOR
FROM OUR FAIR
PLANET.

WHO -- ?

OH, DID I
NEGLECT TO
INTRODUCE MYSELF?
ONCE AGAIN, MY
APOLOGIES. YOU FAILED
TO PROTECT THE WORLD --
SO I WAS FORCED
TO STEP IN.

I AM, OF
COURSE, THE
**MASTER
OF THE
WORLD --**

-- AND ALL
WHO LIVE ON IT,
WHETHER THEY ARE
AWARE OF ME OR
NOT, ARE MY SUBJECTS,
AND THUS UNDER MY
PROTECTION --

-- NOW, AND
FOREVERMORE!

NEAR LA ROCHE-SUR-YON. FRANCE.

THEY DROP FROM ORBIT AT IMPOSSIBLE SPEED, BY THE DOZENS, BY THE SCORE —

THEY DROP AND BRAKE SHARPLY, AND WARP OPEN —

— TO DISGORGE THEIR CARGO.

A MERE FRAGMENT OF THE GREATEST ARMY KNOWN TO HUMAN HISTORY — THE SCOURGES OF MORE WORLDS THAN ANY OF THEM CAN REMEMBER.

THEY ARE FEARED IN ENTIRE GALAXIES, AND VIRTUALLY UNKNOWN ON THIS WORLD, THEIR BIRTHWORLD, THEIR PAST.

THEY WILL NOT REMAIN UNKNOWN LONG.

THEY ARE THE SHOCK TROOPS OF KANG THE CONQUEROR FIFTY THOUSAND STRONG, AS IF WITH ONE VOICE, THEY ROAR.

AS IF WITH ONE MIND, THEY CHARGE.

BUT THEY ARE NOT UNOPPOSED.

FRANCE'S DEFENDERS WAIT ON THESE FORTIFICATIONS, HASTILY BUILT LIKE SO MANY OTHERS, THESE PAST WEEKS.

THESE ARE THE STRONGEST, BEST-ARMED RAMPARTS IN ALL THE COUNTRY, AND HAVE BEEN MANNED AT GREAT SPEED, AS SOON AS THE INVASION SHIPS WERE DETECTED.

THE SOLDIERS AT THE WALLS ARE FRENCH, GERMAN, AUSTRIAN, SPANISH, ITALIAN AND MORE, FOR THIS IS NOT JUST FRANCE'S FIGHT, BUT THE WORLD'S.

FRANCE AND ENGLAND STAND TOGETHER AGAINST A COMMON FOE ONCE MORE.

THE AVENGERS STAND WITH THEM.

THOR LOOKS... LIKE HE'S GOT A LOT ON HIS MIND, HERCULES.

THE CALL COMES.

BAH! 'TIS NOTHING, FAIR SHE-HULK. HE AWAITS ONLY THE CALL TO BATTLE --

-- AND THE JOY OF STRIVING 'GAINST THE FOE.

A L'ATTAQUE!

AND LE PEREGRINE AND MICROMAX ARE NOT THE ONLY COSTUMED HEROES HERE TODAY.

FIREBIRD. THOR.

AND IN MOMENTS --



— THE BATTLE IS JOINED.

THERE ARE OTHER FORCES KANG COULD HAVE BROUGHT TO BEAR MORE DESTRUCTIVE, THAT CARRIED LESS RISK TO HIS MEN.

HE COULD HAVE ATTACKED ELSEWHERE, AS WELL.

BUT IT HAS ALWAYS BEEN HIS WAY TO STRIKE WITH NUMBERS, WITH FORCE — AND AT HIS ENEMY'S STRONGEST POINT.

THERE MUST BE A FACE TO THE INVASION. THERE MUST BE CONFIDENCE BROKEN, MIGHTY WALLS REDUCED TO RUBBLE.

AND VICTORY MUST BE PAID FOR WITH BLOOD. OR WHAT IS IT WORTH?

ABSOLUTE MASTERY

KURT BUSIEK WRITER MANUEL GARCIA & BOB LAYTON RESERVE ARTISTS
TOM SMITH COLORS RICHARD STARRINGS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
MARC SUMERAC EDITOR JEFFREY J. BROWN FOR BREYDOFT EDITOR JOE QUESADA EDITOR IN CHIEF BRIAN SEANAL PUBLISHER

WE'VE HAD A DAY LIKE ANY OTHER, WHEN SOMETIMES THE BEST WE CAN DO IS JUST HOLD ON. BUT TODAY, THE FUTURE IS AT STAKE. THE AVENGERS ARE HERE TO FIGHT THE FUTURE'S MOST DANGEROUS THREAT. A STAY-LEE PRESENTATION FINISHING THE NIGHT MYSTERY!

BOSTON, MASSACHUSETTS.
KANG IS NOT THE ONLY THREAT THE WORLD FACES.

OVERNIGHT, THESE RING-WALLS—HALF A MILE HIGH, A QUARTER-MILE THICK—HAVE SPRUNG UP AROUND MOST OF THE MAJOR CITIES OF NORTH AMERICA.

THEY ARE THE WORK OF THE SELF-STYLED "MASTER OF THE WORLD," WHO CLAIMS TO BE DEFENDING HIS PROPERTY AGAINST KANG.

HE IS NOT BEING WELCOMED AS AN ALLY.

ANY LUCK, BLACK KNIGHT?

SURE, WARBIRO—IF YOU CAN CALL FINALLY GETTING AN ACCESS PANEL TO OPEN AND STAY OPEN LUCK. I'M STARTING DIAGNOSTICS NOW—

— BUT IT'S ANYONE'S GUESS HOW LONG IT'LL TAKE TO GET EVEN AN INKLING OF WHAT RUNS THIS THING...

OVERFLIGHT-3 TO AVENGERS—

— WE'VE GOT A BOGEY, AND READOUTS SAY IT CAME FROM ORBIT. YOU MIGHT WANT TO GET UP HERE.

WARBIRO HERE— AND ON MY WAY. LOOKS LIKE KANG'S CHECKING OUT THE NEW DECOR. YOU'VE GOT YOUR ORDERS, JOHNSON.

YES, MA'AM. TARGET ACQUIRED. I HAVE MISSILE-LOCK—

— AND AM FIRING —
— NOW!

KOOM

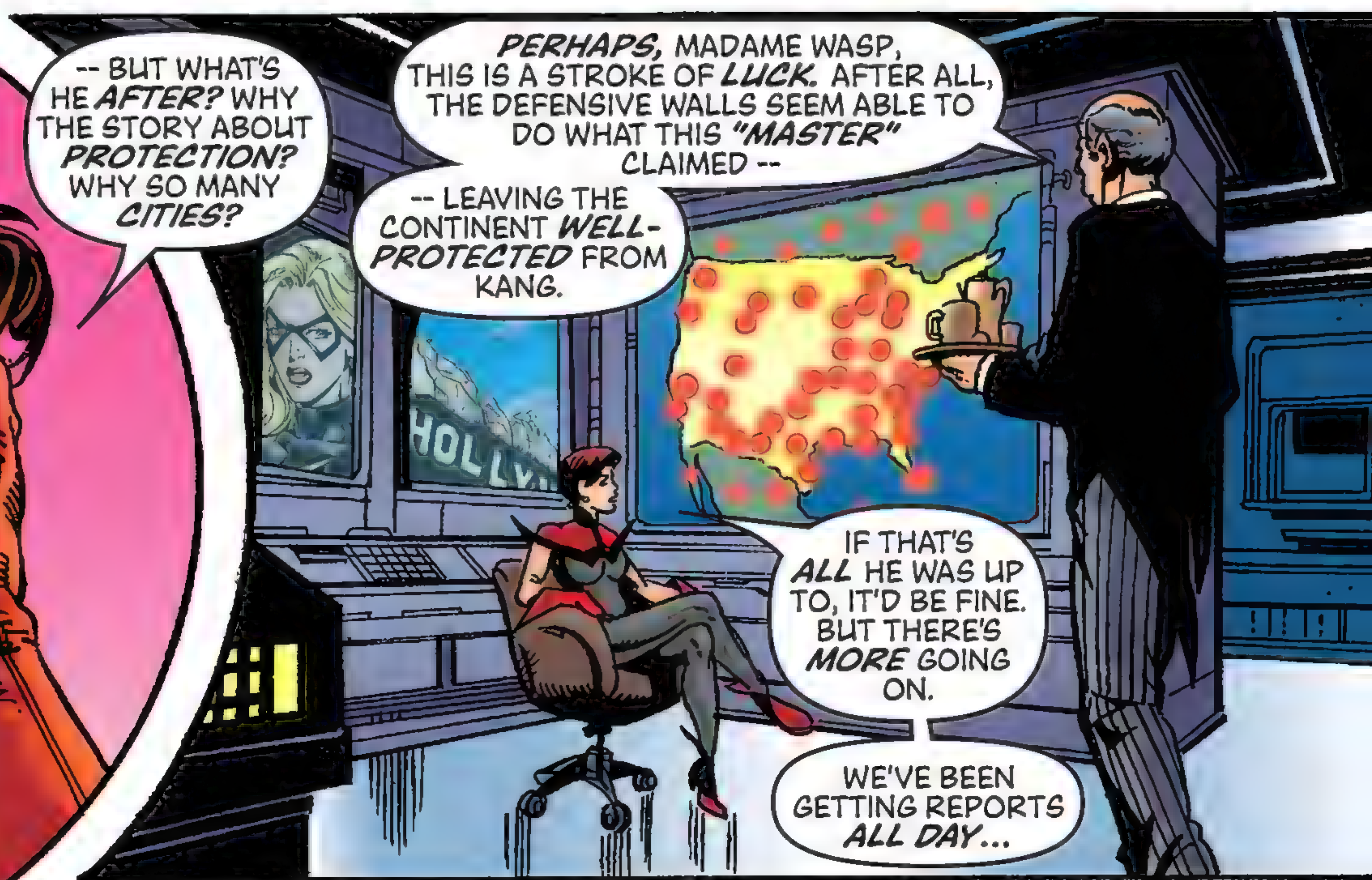
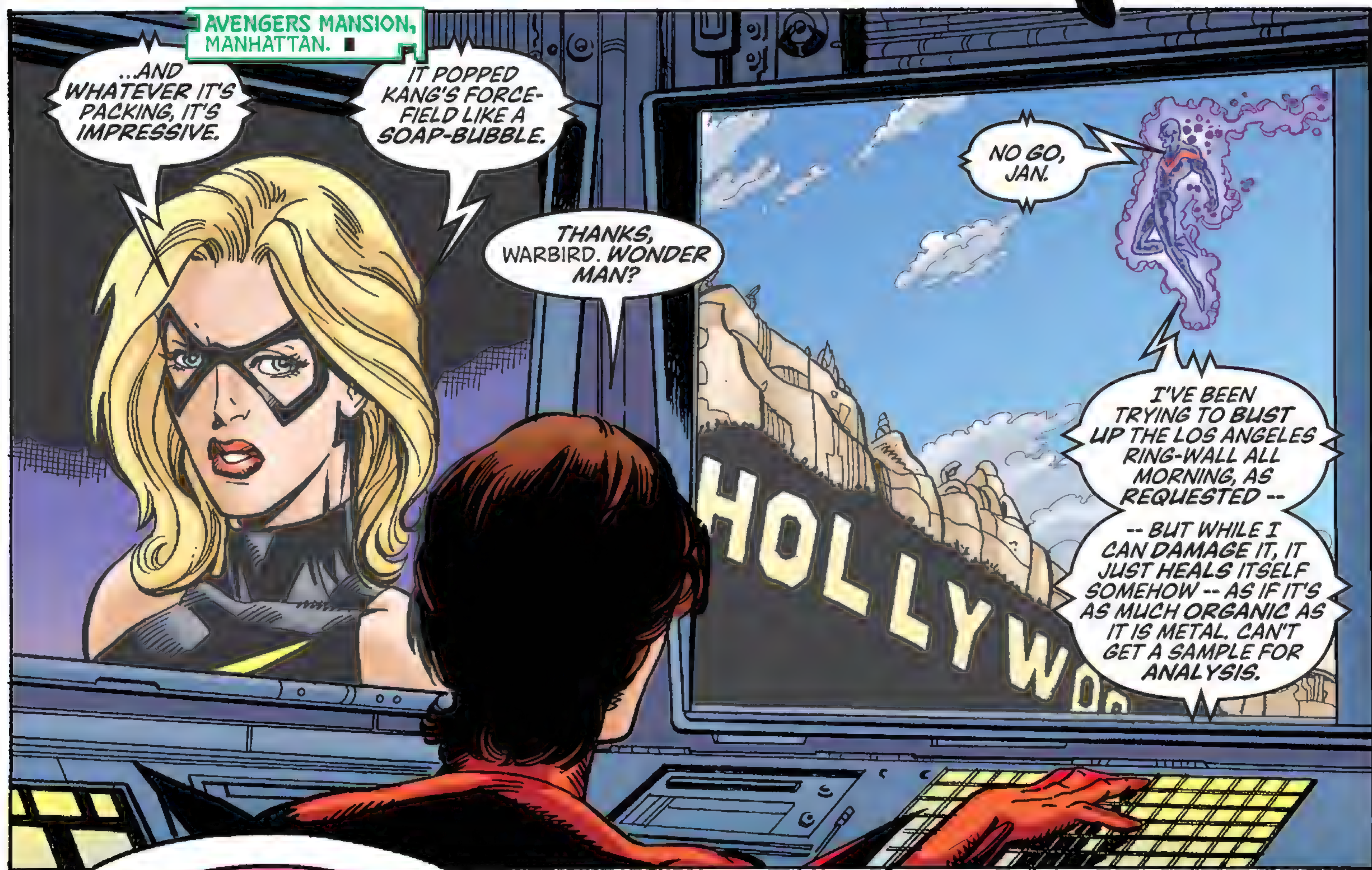
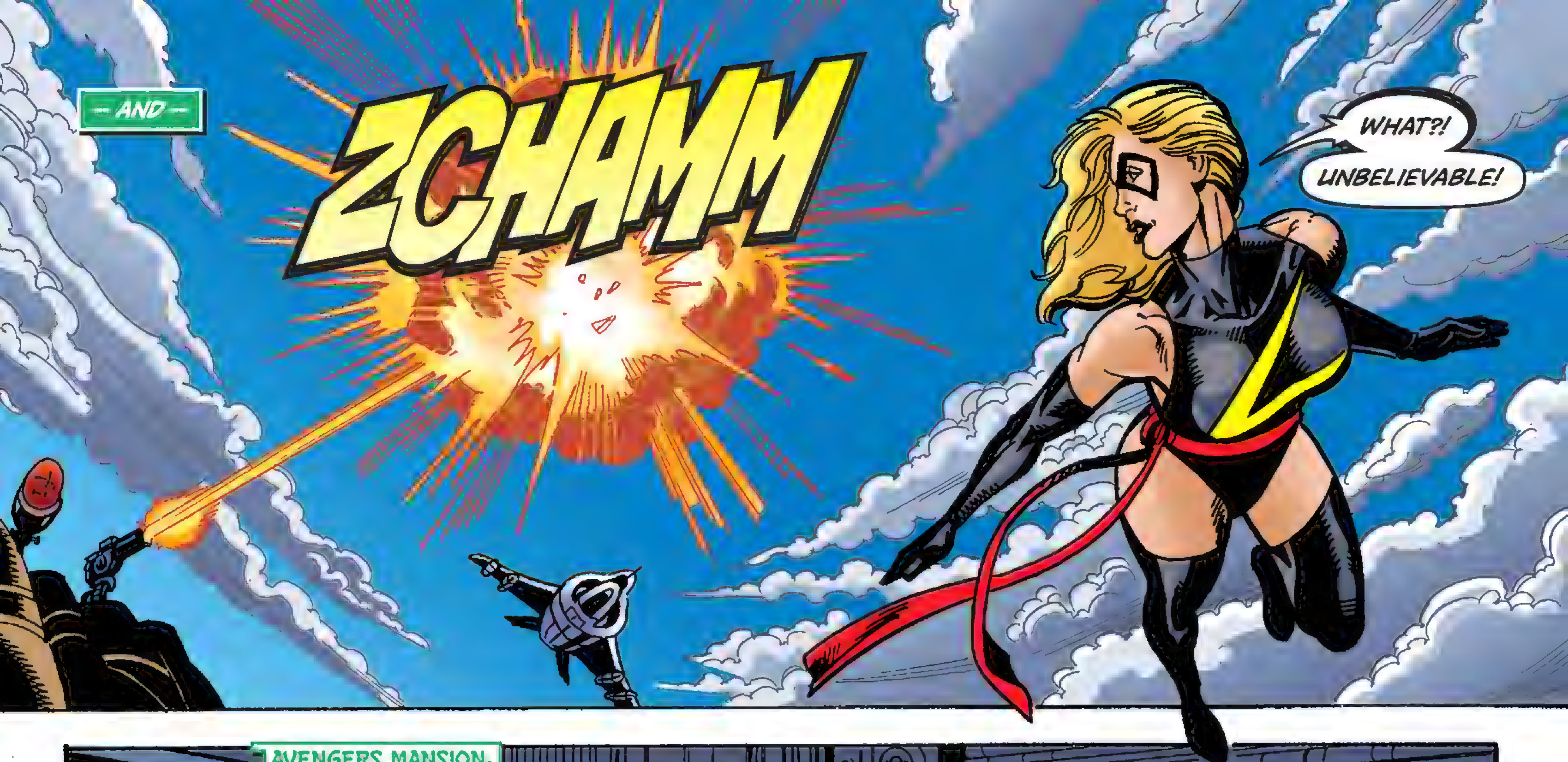
KOOM

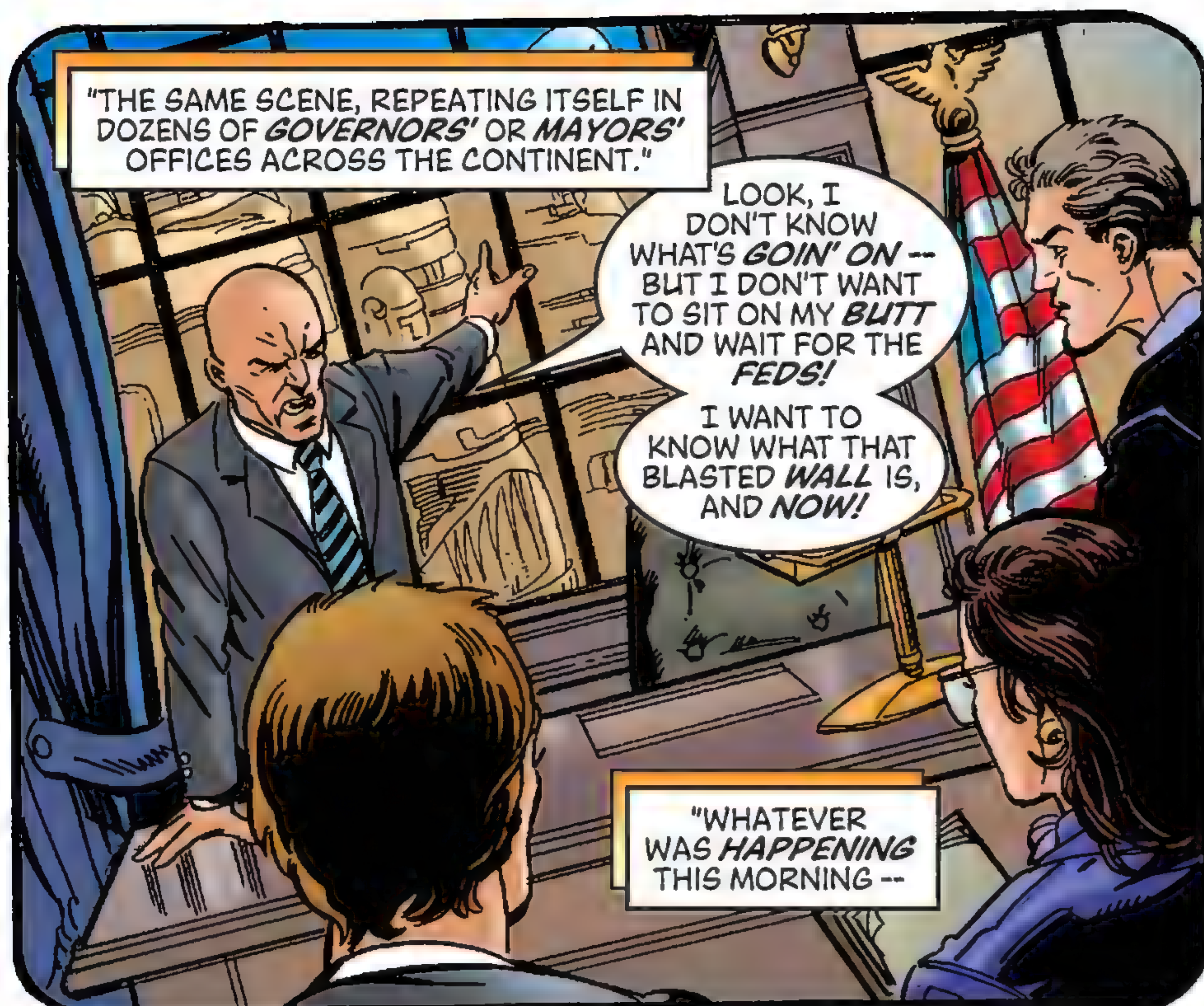
NOT A SCRATCH!

THAT THING'S GOT A FORCE-FIELD AS GOOD AS THE ONE AROUND KANG'S ORBITAL BASE! NO WAY WE BREAK THROUGH —!

HOWEVER, AS THEY CIRCLE THE HOVERING SENSOR-POD FOR ANOTHER ATTEMPT—

— ONE OF THE RING-WALL'S TOWERS OPENS UP — THE DEVICE WITHIN SWIVELS SMOOTHLY —



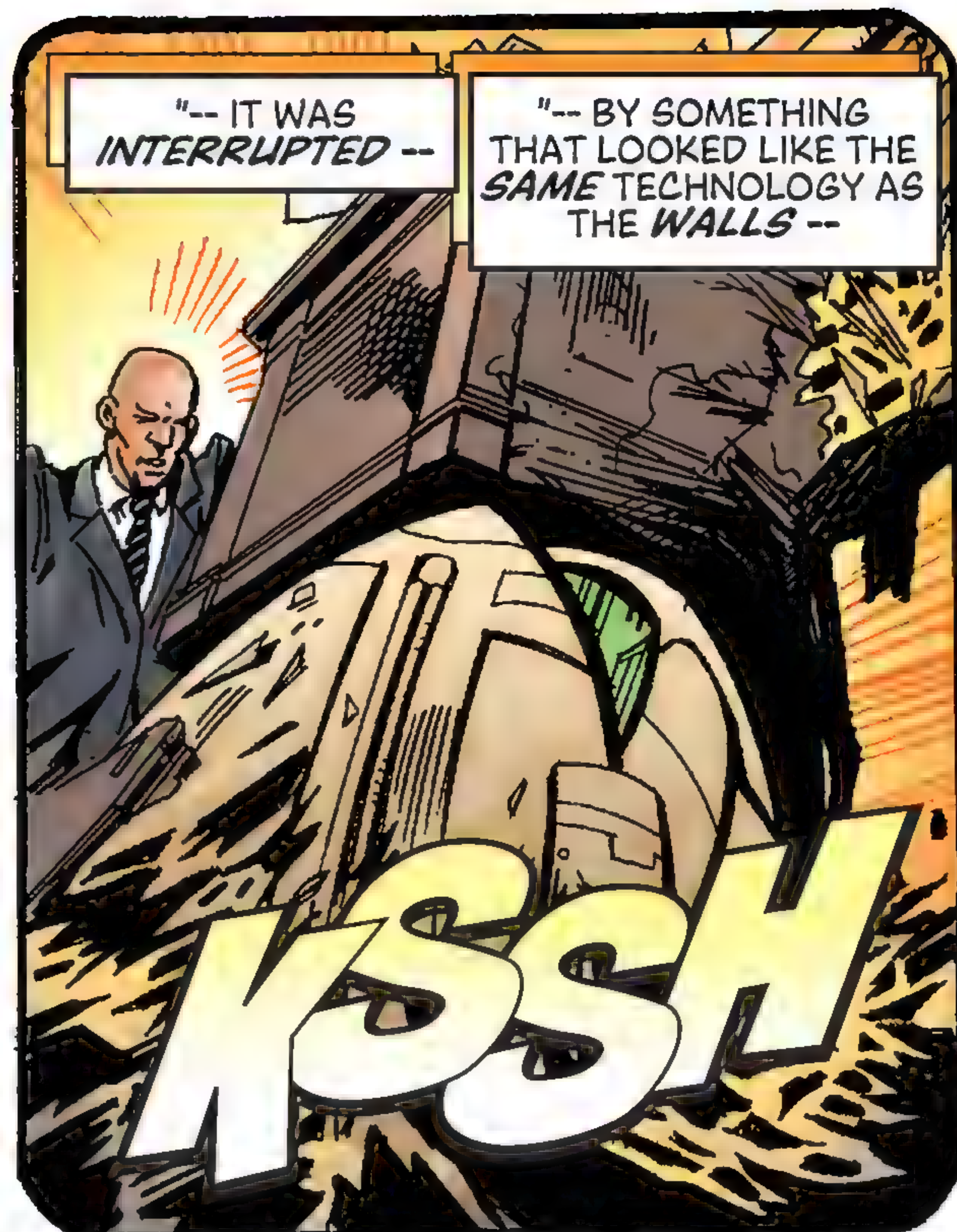


"THE SAME SCENE, REPEATING ITSELF IN DOZENS OF *GOVERNORS'* OR *MAYORS'* OFFICES ACROSS THE CONTINENT."

LOOK, I DON'T KNOW WHAT'S *GOIN' ON* -- BUT I DON'T WANT TO SIT ON MY *BUTT* AND WAIT FOR THE *FEDS*!

I WANT TO KNOW WHAT THAT *BLASTED WALL* IS, AND *NOW*!

"WHATEVER WAS *HAPPENING* THIS MORNING --



"-- IT WAS *INTERRUPTED* --

"-- BY SOMETHING THAT LOOKED LIKE THE *SAME TECHNOLOGY* AS THE *WALLS* --

KSSH



"-- AND THEN WHAT *CAME OUT* OF IT --!"

DELBERT MCCANNAN! IN *HERE!*

WE GOT A *SITUATION!*

ON IT, *SIR!*

THAT *THING'S TOAST!*

NO...

YOU WEAR *BREATH-MASK*... YOU COME WITH YOUR *PRESENCE*...



...COMMANDED BY YOUR *MASTER!*

WAKK

"THEY WERE *TAKEN* -- SOME SORT OF *BREATHING DEVICE* CLAMPED OVER THEIR *FACES*, AND *ABDUCTED*."

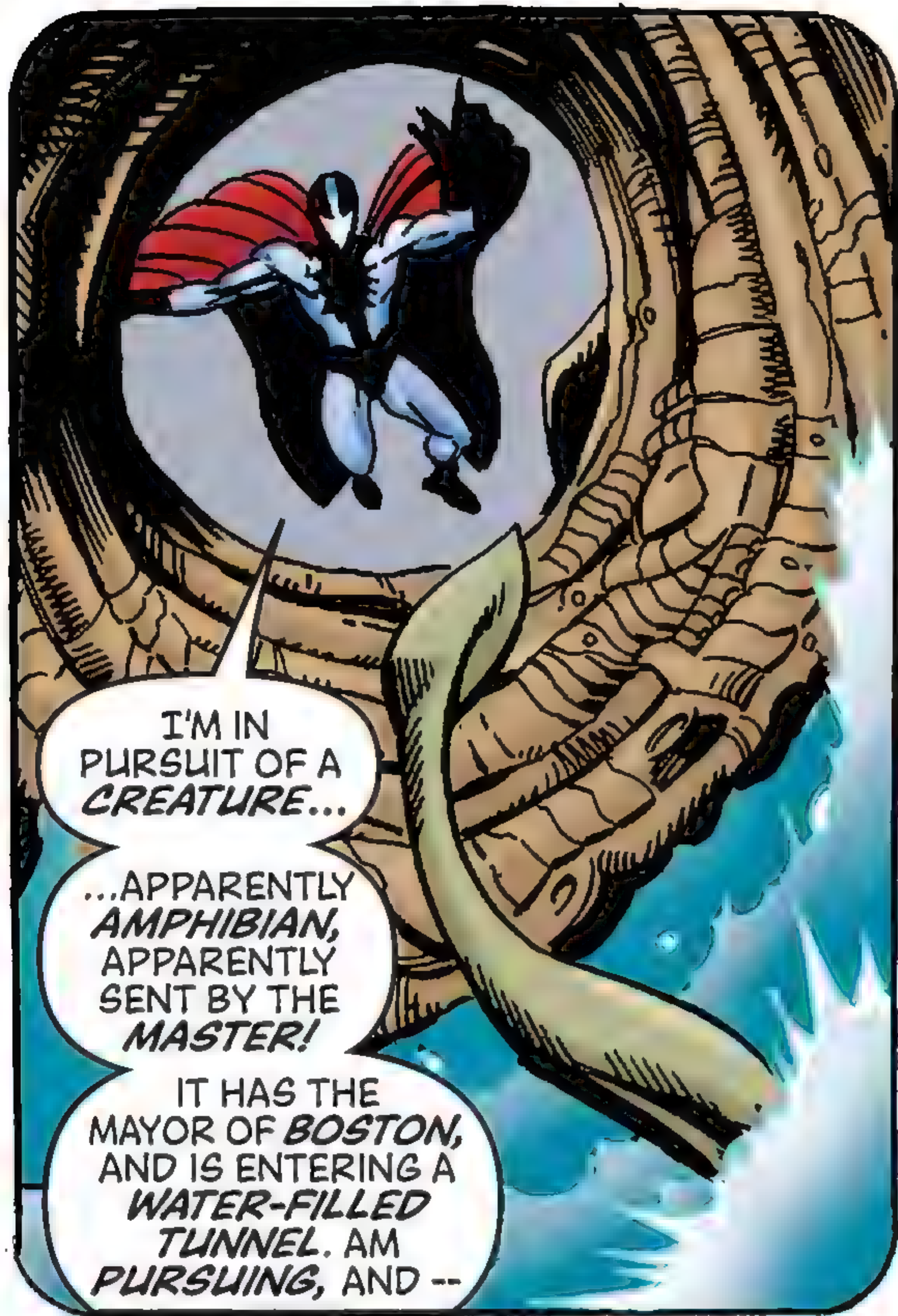


"LUCKILY, *STINGRAY* WAS ON THE SCENE WHEN IT HAPPENED IN *BOSTON*, CONFERRING WITH OFFICIALS ABOUT THE *WALL'S UNDERWATER EXTENT*..."

...BY YOUR *MASTER!*

GOOD *LORD!*

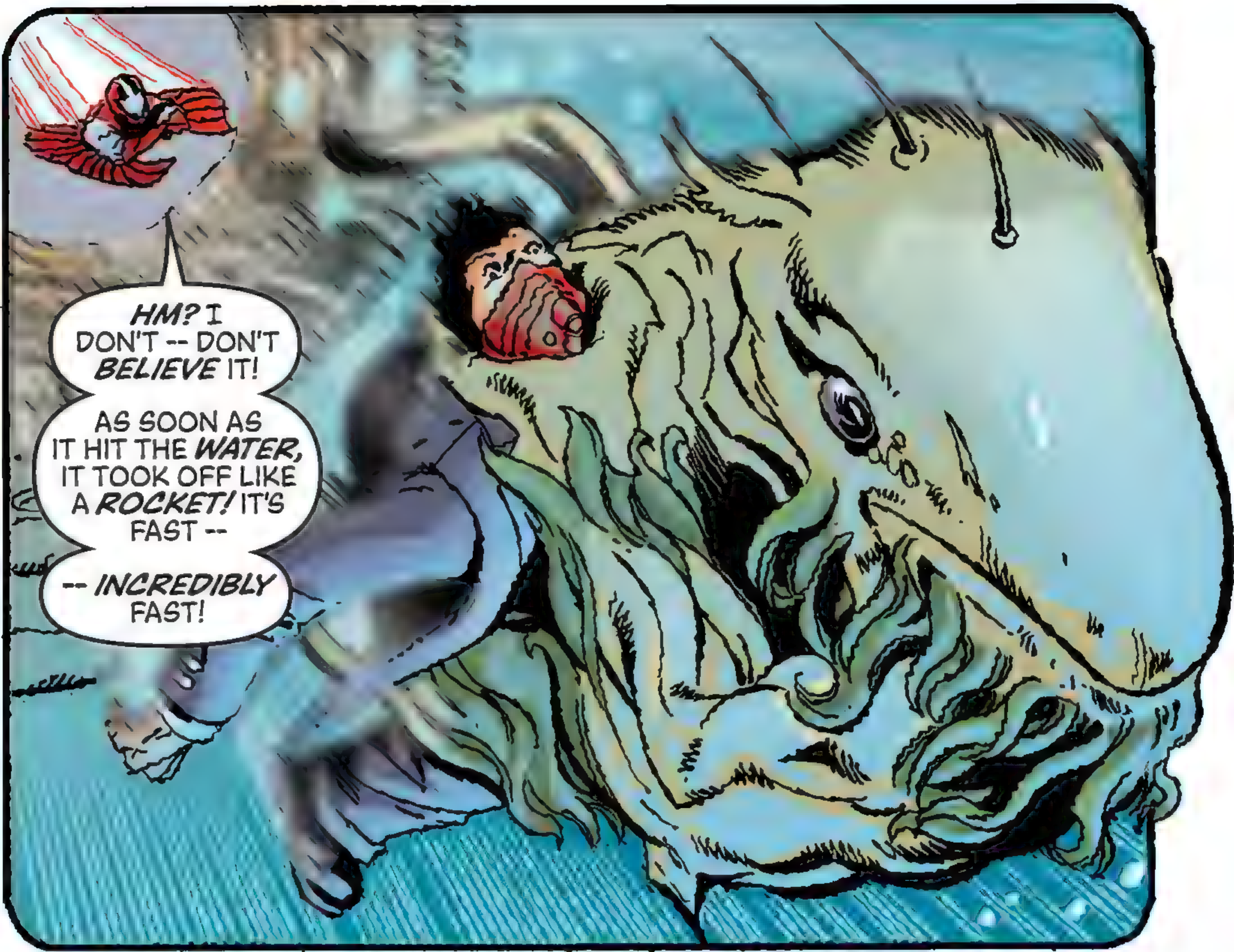
STINGRAY TO WASP! EMERGENCY COMMUNICATION!



I'M IN PURSUIT OF A CREATURE...

...APPARENTLY AMPHIBIAN, APPARENTLY SENT BY THE MASTER!

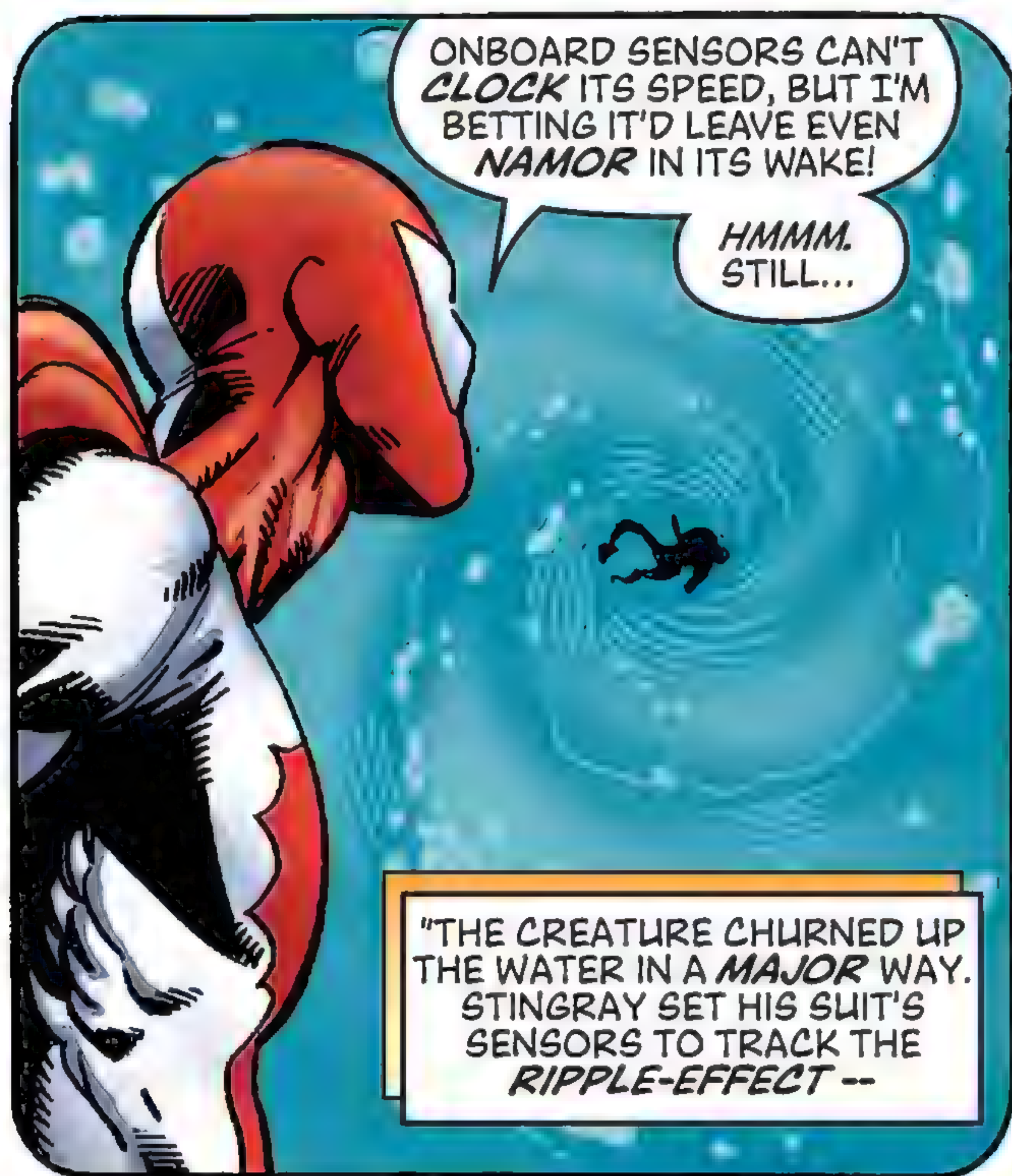
IT HAS THE MAYOR OF BOSTON, AND IS ENTERING A WATER-FILLED TUNNEL. AM PURSUING, AND --



HM? I DON'T -- DON'T BELIEVE IT!

AS SOON AS IT HIT THE WATER, IT TOOK OFF LIKE A ROCKET! IT'S FAST --

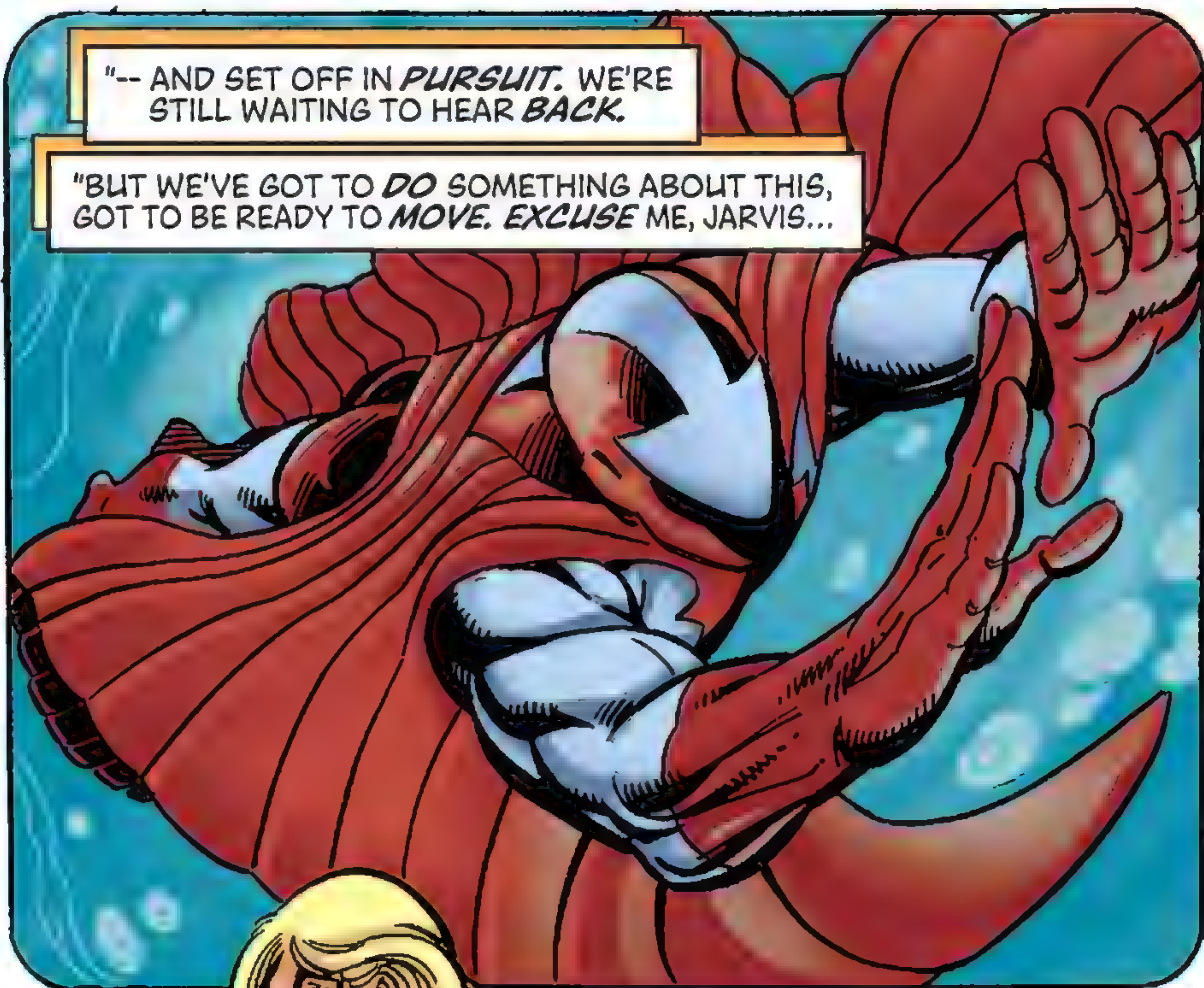
-- INCREDIBLY FAST!



ONBOARD SENSORS CAN'T CLOCK ITS SPEED, BUT I'M BETTING IT'D LEAVE EVEN NAMOR IN ITS WAKE!

HMMM. STILL...

"THE CREATURE CHURNED UP THE WATER IN A MAJOR WAY. STINGRAY SET HIS SUIT'S SENSORS TO TRACK THE RIPPLE-EFFECT --



"-- AND SET OFF IN PURSUIT. WE'RE STILL WAITING TO HEAR BACK.

"BUT WE'VE GOT TO DO SOMETHING ABOUT THIS, GOT TO BE READY TO MOVE. EXCUSE ME, JARVIS...



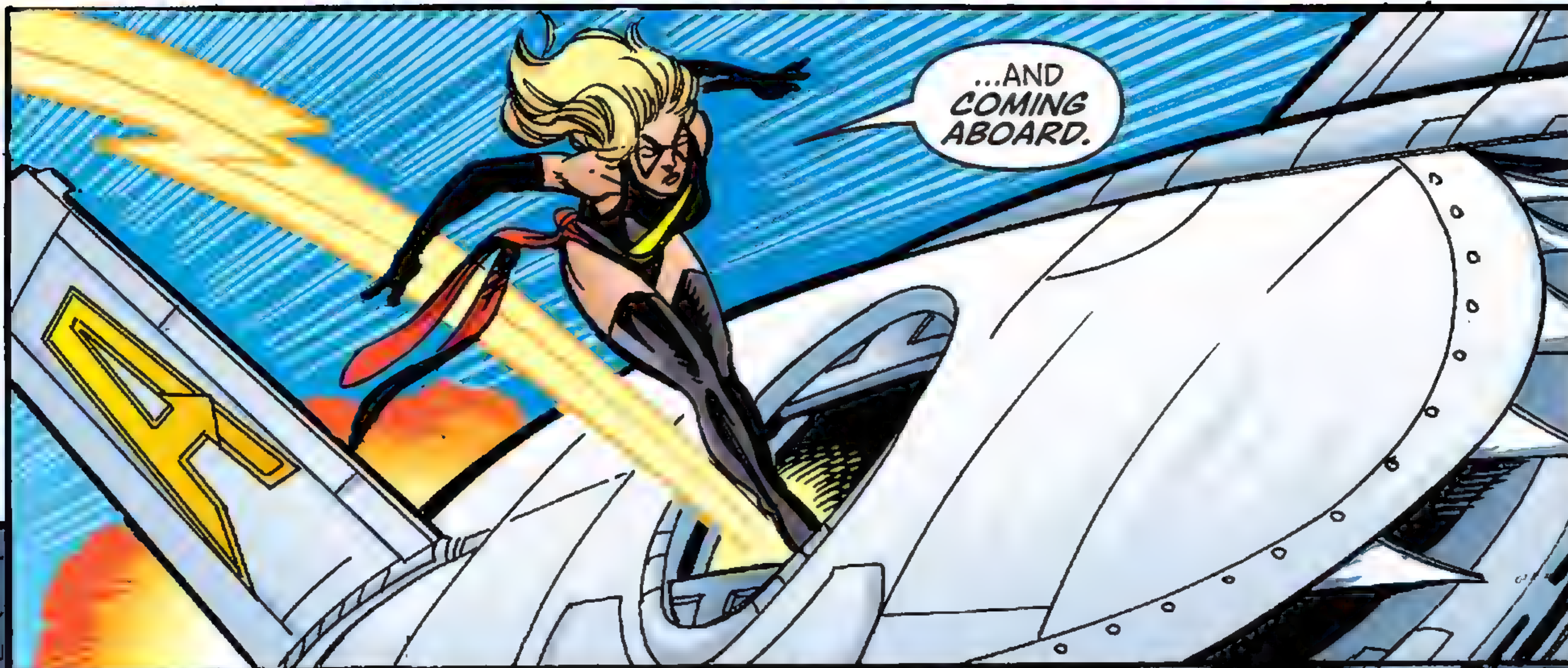
"...BUT I'VE GOT SOME CALLS TO MAKE."

BOSTON, HALF AN HOUR LATER. ■

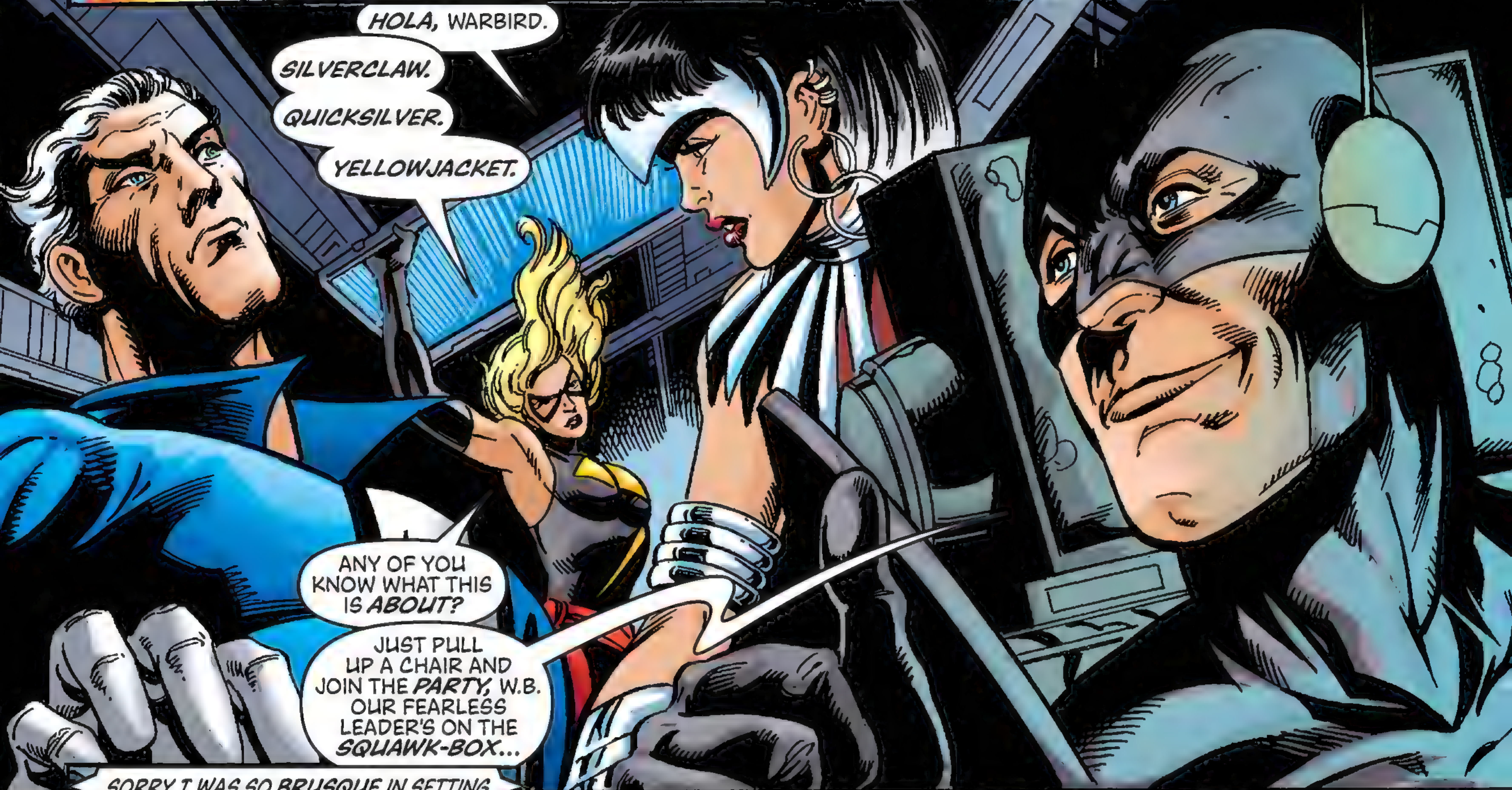
ACKNOWLEDGED, QUINJET-ONE. I AM IN POSITION...

QUINJET-ONE TO WARBIRO -- PREPARE FOR RENDEZVOUS.

OPENING ROOF HATCH NOW.



...AND
COMING
ABOARD.



HOLA, Warbird.

Silverclaw.

Quicksilver.

Yellowjacket.

Any of you
know what this
is about?

Just pull
up a chair and
join the party, W.B.
Our fearless
leader's on the
squawk-box...

Sorry I was so brusque in setting
this up, Carol -- but I had to
confer with the Security
Council, and clear this.

This is an
espionage mission --
you've got the most
experience, so you're
in charge.

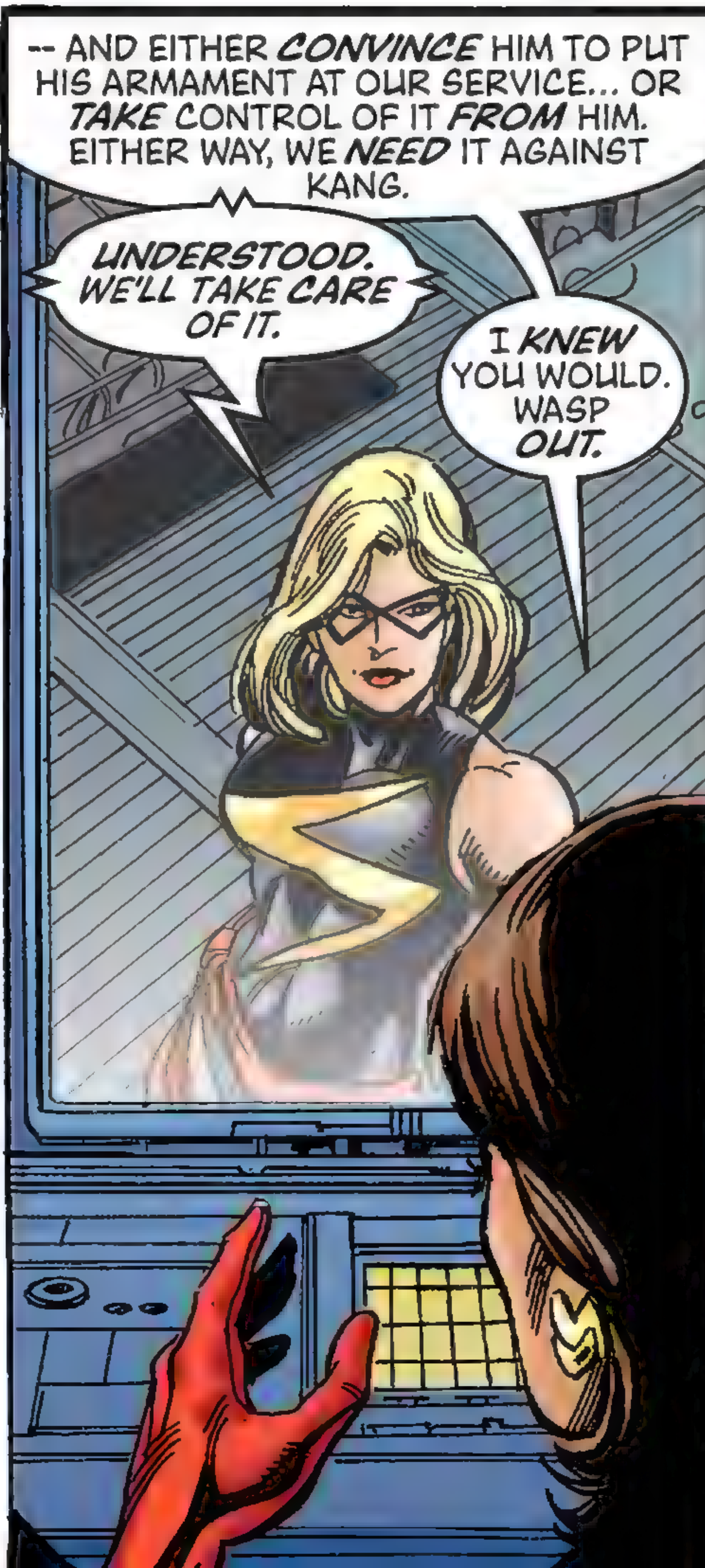
The Black
Knight's traced the
control signal to the
Ring-Walls North --
somewhere near the
Arctic Circle.

The locator-
signal from Stingray is
headed that way, too.
We want you to link up
with him, infiltrate the
Master's base --

-- and either convince him to put
his armament at our service... or
take control of it from him.
Either way, we need it against
Kang.

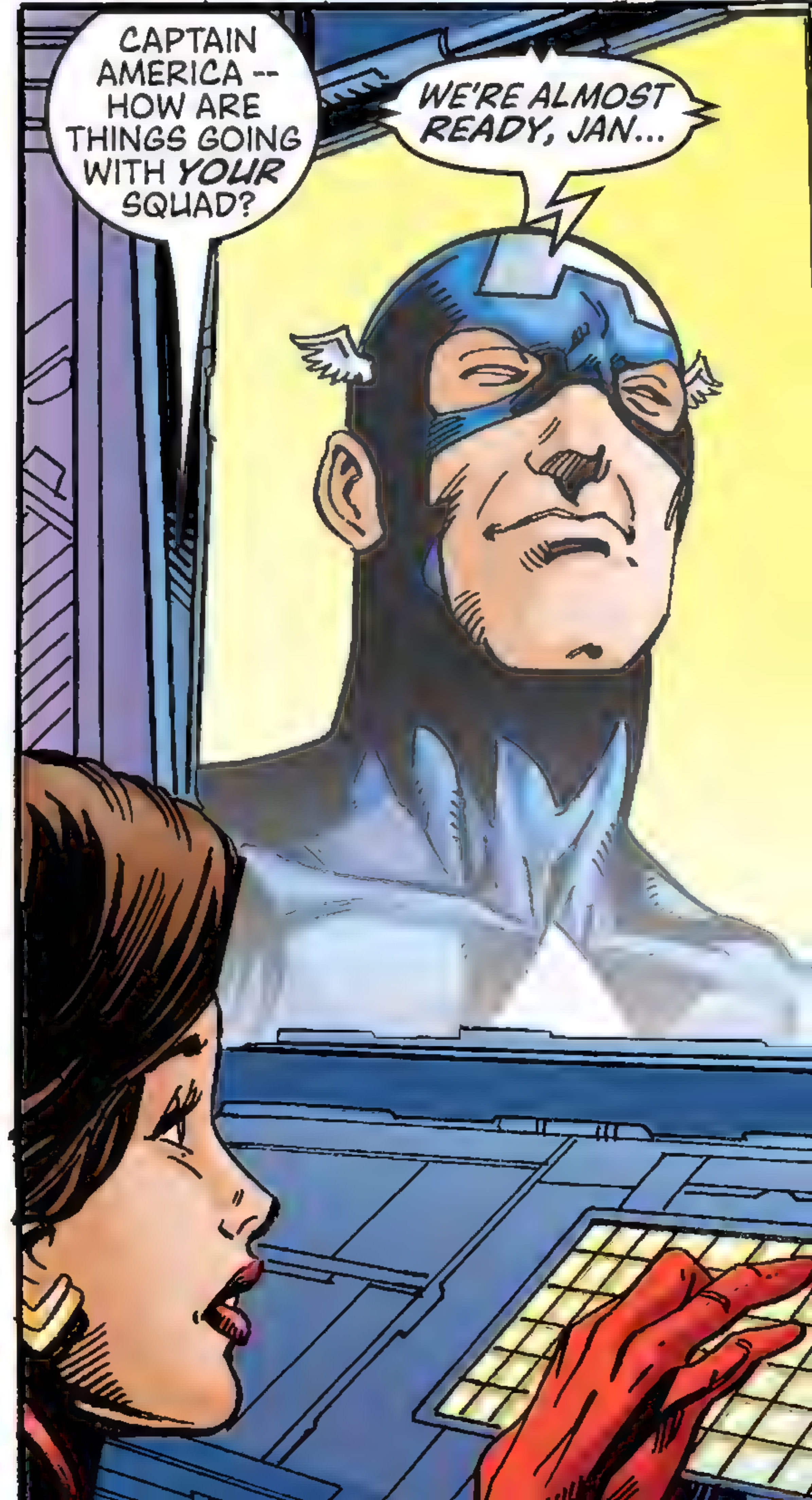
Understood.
We'll take care
of it.

I knew
you would.
Wasp out.



Captain America --
how are things going
with your
squad?

We're almost
ready, Jan...



WASHINGTON, D.C.
BOLLING AIR FORCE
BASE. ■

...THE **SCARLET WITCH**, THE **JACK OF HEARTS** AND I STAND PREPARED FOR THE ASSAULT ON KANG'S BASE. AS FOR THE **SHIP**...

NO --
SECONDARY **GRAV-GENERATORS** IN COMPARTMENT FOUR!
FOUR!

...TONY'S
WORKING ON
IT.



"-- ONCE
PHOTON
GETS
BACK
FROM
HER
RECON
MISSION."



"I'M
SURE YOU'LL
FIND A **WAY**,
TONY."

CAP, I DON'T HAVE TO TELL YOU HOW
CRUCIAL THIS MISSION IS. IF WE CAN'T
TAKE THE FIGHT TO KANG...



...THEN THE
GOVERNMENT WILL
LAUNCH THE **SENTINELS**,
AND WE'LL HAVE THAT TO
DEAL WITH TOO.

MAYBE NOT
THE PROBLEM WE'RE **FEARING**,
BUT I WON'T **COUNT** ON THAT...

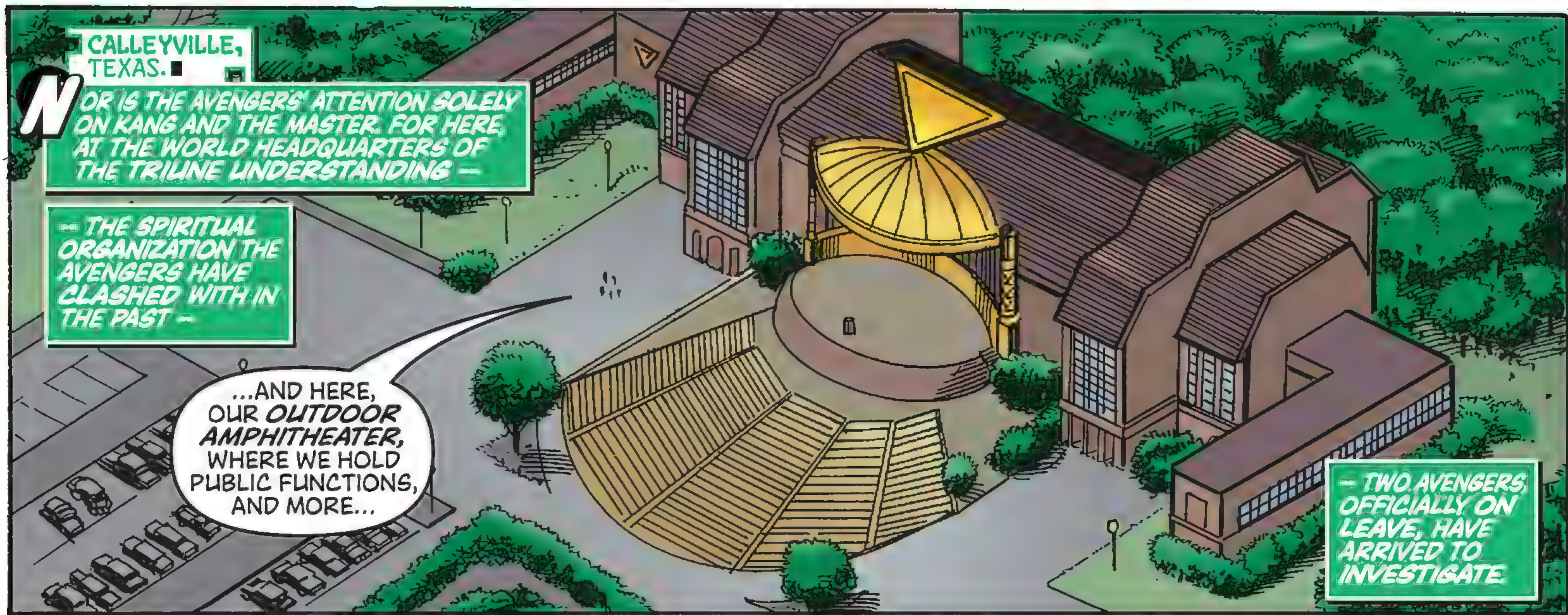
CALLEYVILLE,
TEXAS. ■

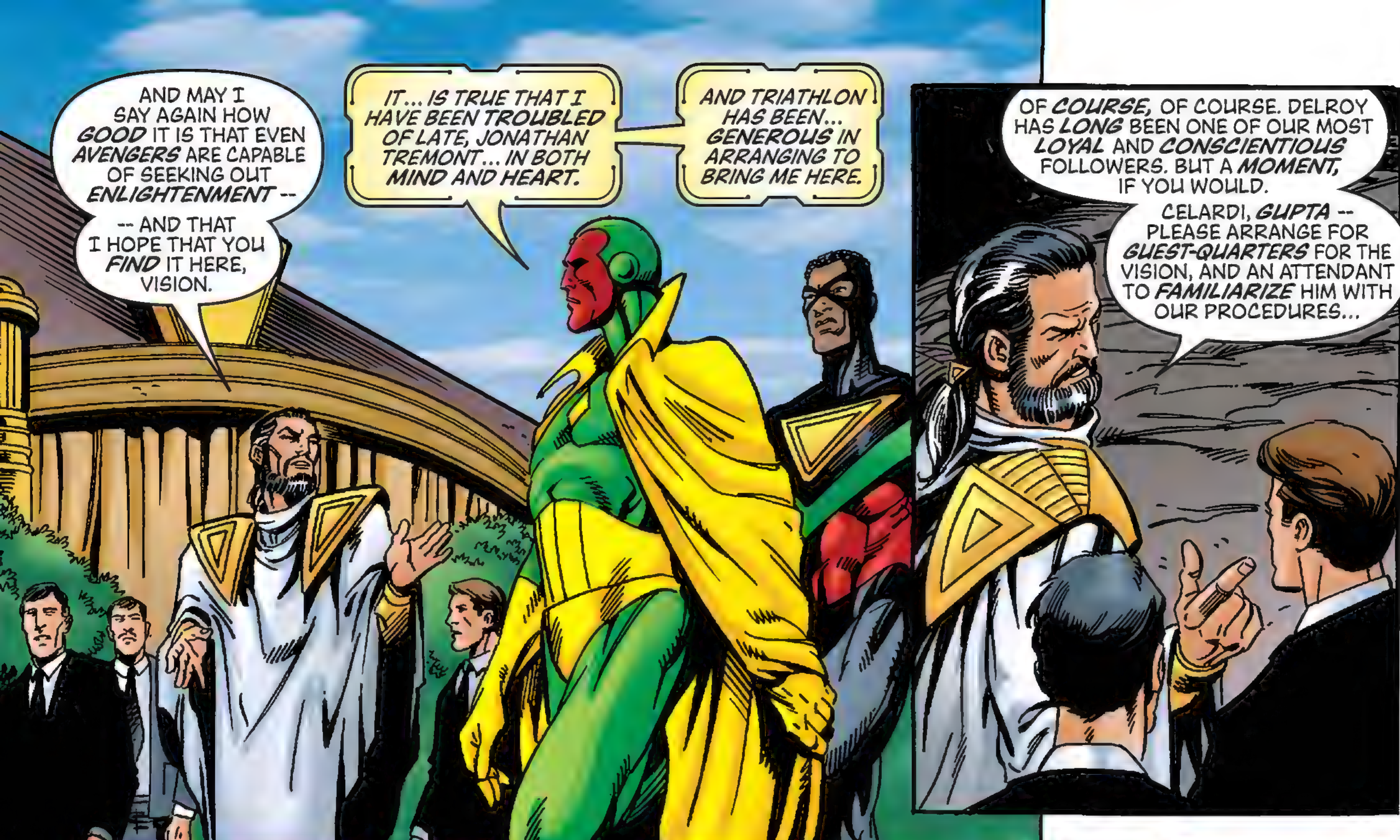
NOR IS THE AVENGERS' ATTENTION SOLELY
ON KANG AND THE MASTER. FOR HERE,
AT THE WORLD HEADQUARTERS OF
THE TRIUNE UNDERSTANDING --

-- THE SPIRITUAL
ORGANIZATION THE
AVENGERS HAVE
CLASHED WITH IN
THE PAST --

...AND HERE,
OUR **OUTDOOR**
AMPHITHEATER,
WHERE WE HOLD
PUBLIC FUNCTIONS,
AND MORE...

-- TWO AVENGERS
OFFICIALLY ON
LEAVE, HAVE
ARRIVED TO
INVESTIGATE





AND MAY I SAY AGAIN HOW GOOD IT IS THAT EVEN AVENGERS ARE CAPABLE OF SEEKING OUT ENLIGHTENMENT --

-- AND THAT I HOPE THAT YOU FIND IT HERE, VISION.

IT... IS TRUE THAT I HAVE BEEN TROUBLED OF LATE, JONATHAN TREMONT... IN BOTH MIND AND HEART.

AND TRIATHLON HAS BEEN... GENEROUS IN ARRANGING TO BRING ME HERE.

OF COURSE, OF COURSE. DELROY HAS LONG BEEN ONE OF OUR MOST LOYAL AND CONSCIENTIOUS FOLLOWERS. BUT A MOMENT, IF YOU WOULD.

CELARDI, GUPTA -- PLEASE ARRANGE FOR GUEST-QUARTERS FOR THE VISION, AND AN ATTENDANT TO FAMILIARIZE HIM WITH OUR PROCEDURES...



I CONFESS, TRIATHLON, I AM OF TWO MINDS ABOUT THIS.

WE HAD AGREED NOT TO IGNORE CONCERNS HERE, AFTER REPORTS OF A SPACESHIP -- AND OF DANGER TO THE TRIUNE BELIEVERS. BUT PERHAPS --

-- WE SHOULD PUT IT OFF, UNTIL THE KANG CRISIS HAS --

LORD TREMONT! SIR! SIR!

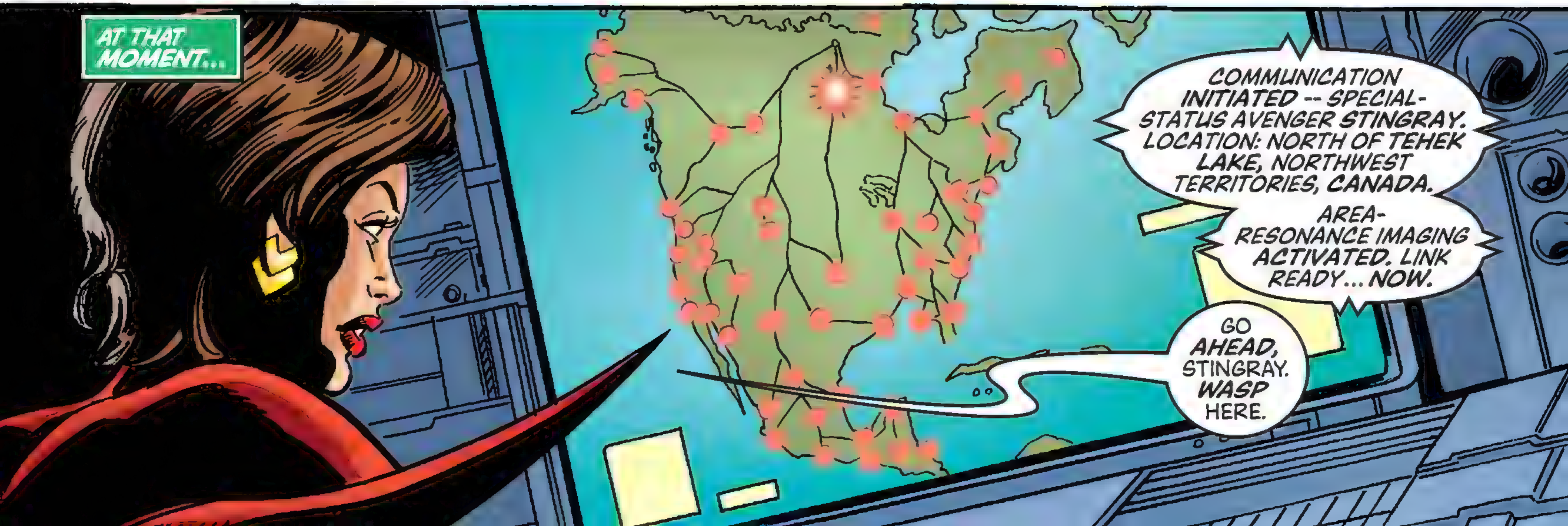


THE GREAT THREAT -- THE TRIPLE-EVIL -- IT'S COMING! SENSITIVES HAVE REGISTERED ITS ARRIVAL IN THE SOLAR SYSTEM --



-- AND IT WILL REACH EARTH WITHIN DAYS!

ON THE OTHER HAND, VIZH OLD BUDDY -- MAYBE WE'D BETTER STAY...

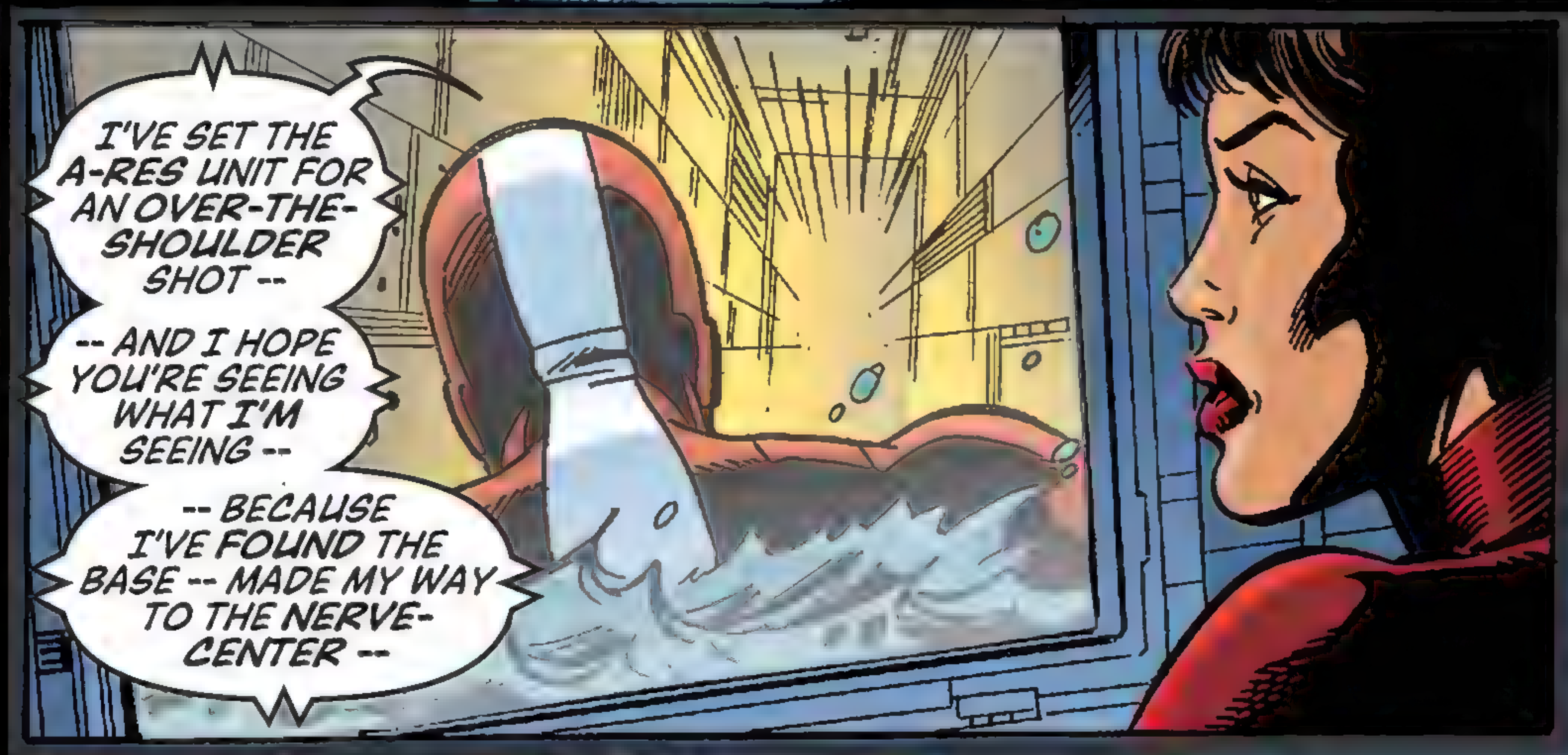


AT THAT MOMENT...

COMMUNICATION INITIATED -- SPECIAL-STATUS AVENGER STINGRAY. LOCATION: NORTH OF TEHEK LAKE, NORTHWEST TERRITORIES, CANADA.

AREA-RESONANCE IMAGING ACTIVATED. LINK READY... NOW.

GO AHEAD, STINGRAY. WASP HERE.



-- AND TO THE MASTER HIMSELF!

GOOD, STINGRAY -- REAL GOOD. DON'T APPROACH HIM SOLO -- THERE'S BACKUP ON THE WAY.

IN THE MEANTIME, SCOUT THE AREA -- FIND OUT AS MUCH AS YOU CAN...

ALL RIGHT -- HE'S TALKING...

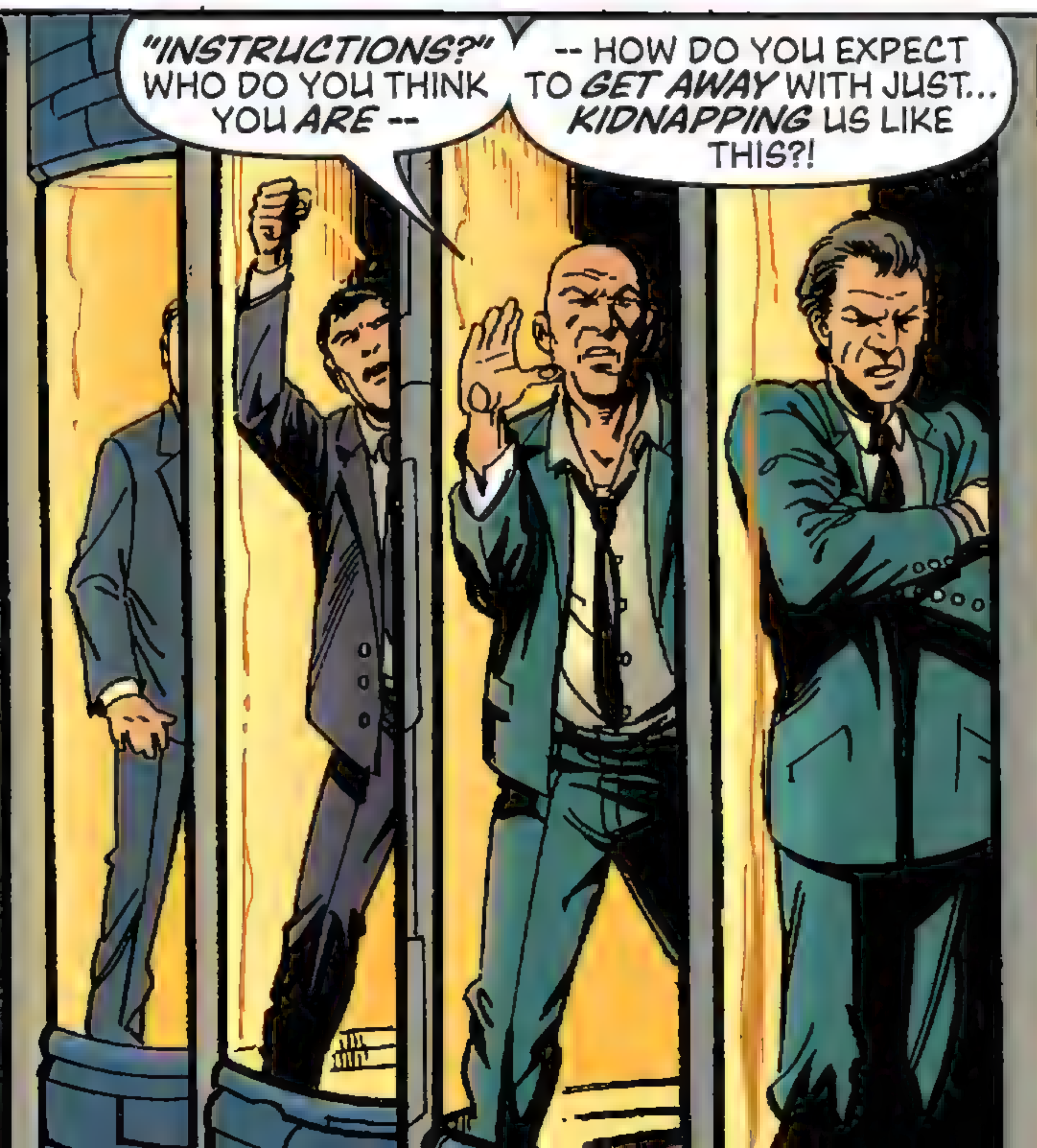


GOOD AFTERNOON, GENTLEMEN -- AND LADIES, OF COURSE. IN THE INTERESTS OF REPELLING KANG, I HAVE INSTRUCTIONS FOR YOU.

AMONG YOU, YOU REPRESENT THE CHIEF EXECUTIVES OF MAJOR LOCAL GOVERNMENTS ACROSS THE CONTINENT. I AM CIRCUMVENTING YOUR NOW-USELESS FEDERAL BRANCHES --

-- BUT I DO NEED TO MAINTAIN ORDER, TO MAINTAIN *SOME* TABLE OF ORGANIZATION, TO KEEP THE MACHINERIES OF SOCIETY RUNNING SMOOTHLY.

AND THAT MEANS YOU.



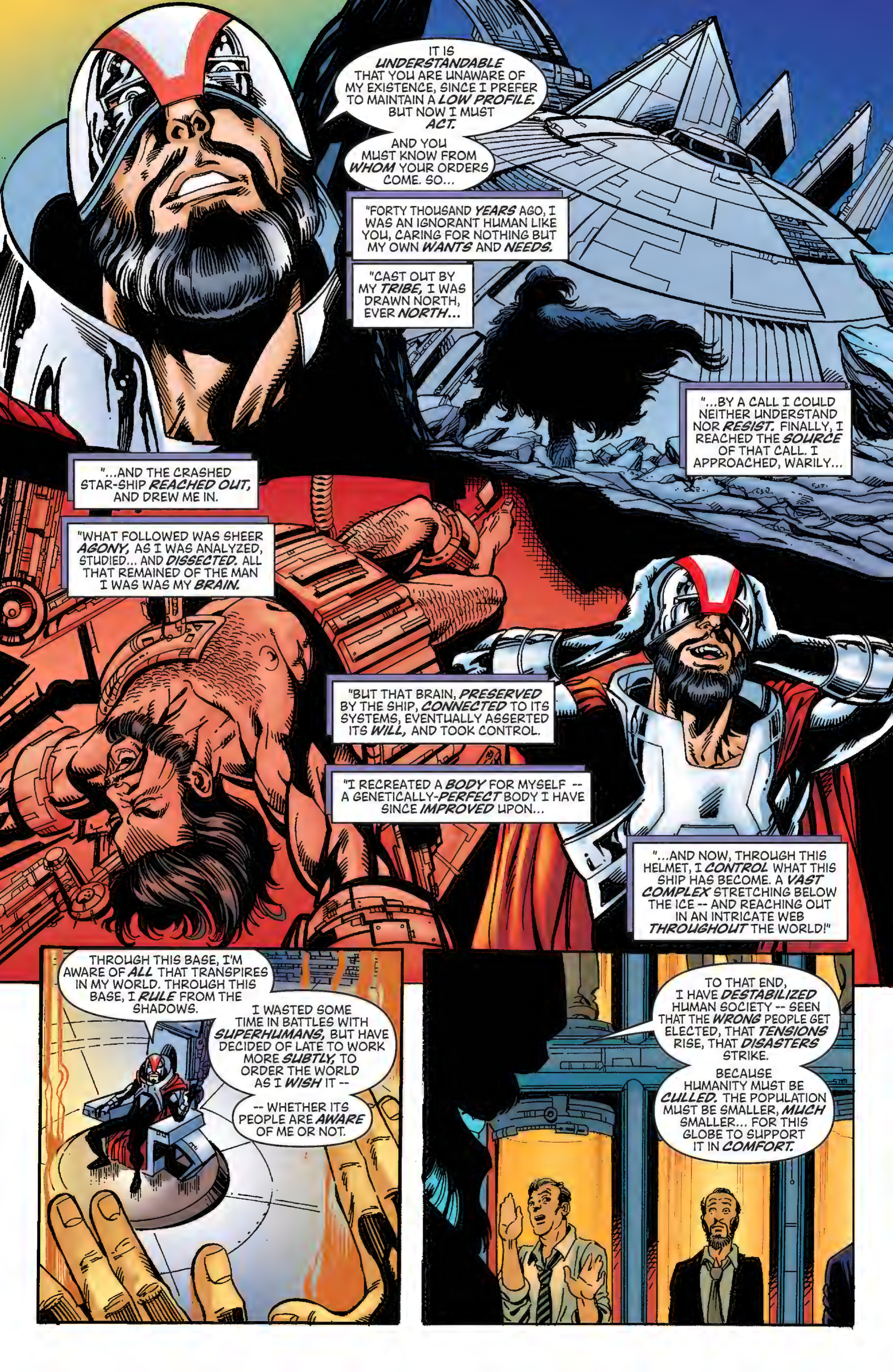
"INSTRUCTIONS?" WHO DO YOU THINK YOU ARE --

-- HOW DO YOU EXPECT TO GET AWAY WITH JUST... KIDNAPPING US LIKE THIS?!



WHO AM I, GOVERNOR DARRAS? IT IS QUITE SIMPLE.

I AM YOUR MASTER.



IT IS **UNDERSTANDABLE** THAT YOU ARE UNAWARE OF MY EXISTENCE, SINCE I PREFER TO MAINTAIN A **LOW PROFILE**. BUT NOW I MUST **ACT**.

AND YOU MUST KNOW FROM **WHOM** YOUR ORDERS COME. SO...

"FORTY THOUSAND **YEARS** AGO, I WAS AN IGNORANT HUMAN LIKE YOU, CARING FOR NOTHING BUT MY OWN **WANTS** AND **NEEDS**.

"CAST OUT BY MY **TRIBE**, I WAS DRAWN NORTH, EVER **NORTH**...

"...BY A CALL I COULD NEITHER UNDERSTAND NOR **RESIST**. FINALLY, I REACHED THE **SOURCE** OF THAT CALL. I APPROACHED, WARILY...

"...AND THE CRASHED STAR-SHIP **REACHED OUT**, AND DREW ME IN.

"WHAT FOLLOWED WAS SHEER **AGONY**, AS I WAS ANALYZED, STUDIED... AND **DISSECTED**. ALL THAT REMAINED OF THE MAN I WAS WAS MY **BRAIN**.

"BUT THAT BRAIN, **PRESERVED** BY THE SHIP, **CONNECTED** TO ITS SYSTEMS, EVENTUALLY ASSERTED ITS **WILL**, AND TOOK CONTROL.

"I RECREATED A **BODY** FOR MYSELF -- A GENETICALLY-**PERFECT** BODY I HAVE SINCE **IMPROVED UPON**...

"...AND NOW, THROUGH THIS HELMET, I **CONTROL** WHAT THIS SHIP HAS BECOME. A **VAST COMPLEX** STRETCHING BELOW THE ICE -- AND REACHING OUT IN AN INTRICATE WEB **THROUGHOUT** THE WORLD!"

THROUGH THIS BASE, I'M AWARE OF **ALL** THAT TRANSPIRES IN MY WORLD. THROUGH THIS BASE, I **RULE** FROM THE SHADOWS.

I WASTED SOME TIME IN BATTLES WITH **SUPERHUMANS**, BUT HAVE DECIDED OF LATE TO WORK MORE **SUBTLY**, TO ORDER THE WORLD AS I **WISH** IT --

-- WHETHER ITS PEOPLE ARE **AWARE** OF ME OR NOT.

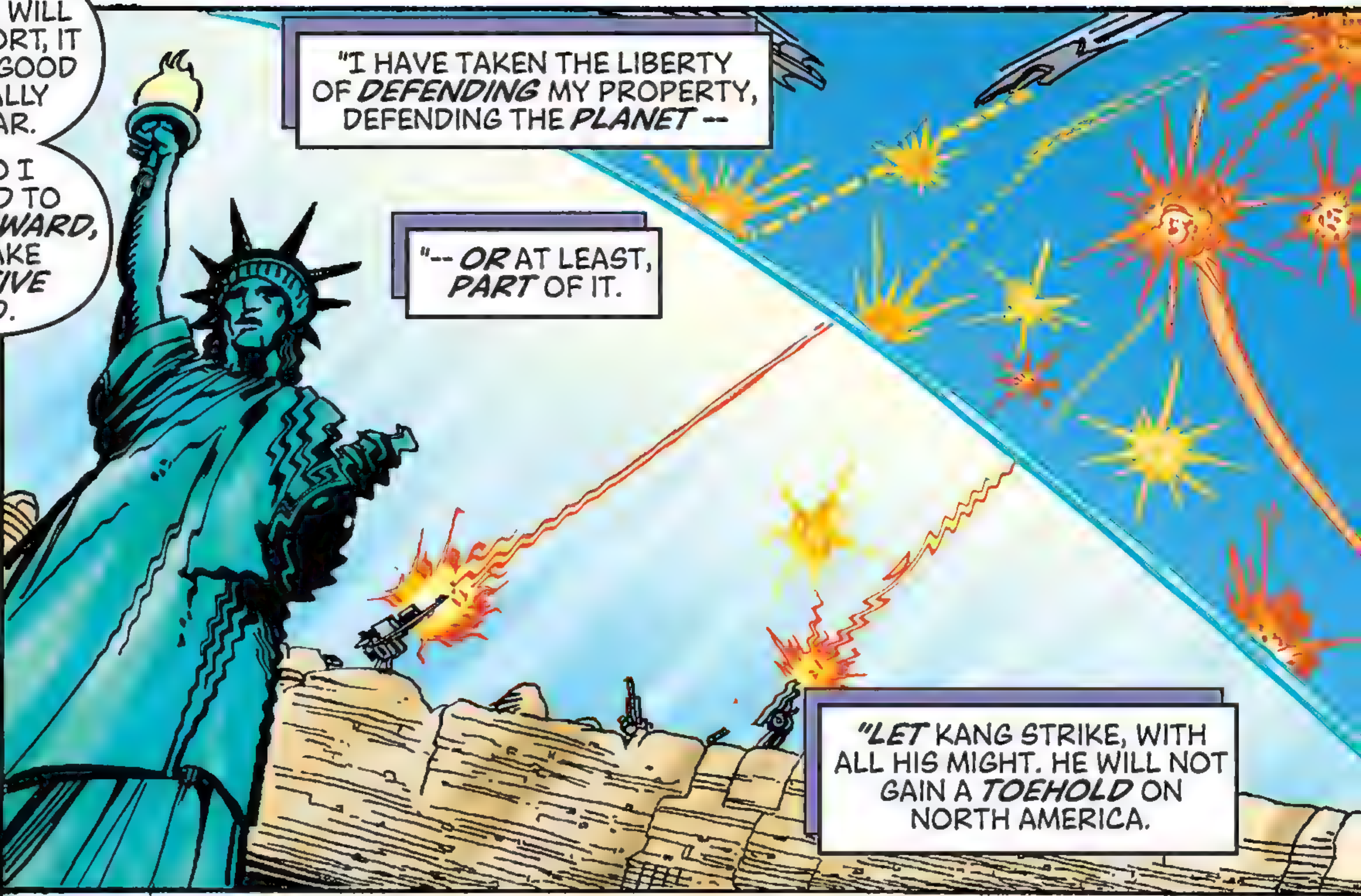
TO THAT END, I HAVE **DESTABILIZED** HUMAN SOCIETY -- SEEN THAT THE **WRONG** PEOPLE GET ELECTED, THAT **TENSIONS** RISE, THAT **DISASTERS** STRIKE.

BECAUSE HUMANITY MUST BE **CULLED**. THE POPULATION MUST BE SMALLER, **MUCH** SMALLER... FOR THIS GLOBE TO SUPPORT IT IN **COMFORT**.



BUT WHILE KANG'S ASSAULT WILL AID IN THAT EFFORT, IT DOES ME LITTLE GOOD IF KANG ACTUALLY *WINS* THIS WAR.

AND SO I HAVE HAD TO STEP *FORWARD*, AND TAKE AN *ACTIVE* HAND.



"I HAVE TAKEN THE LIBERTY OF *DEFENDING* MY PROPERTY, DEFENDING THE *PLANET* --

"-- OR AT LEAST, *PART* OF IT.

"LET KANG STRIKE, WITH ALL HIS MIGHT. HE WILL NOT GAIN A *TOE*HOLD ON NORTH AMERICA.



"BUT FOR THE REST, I AM CONTENT TO LET HIS WAR *RAGE*. I WILL GUIDE IT, *CHOREOGRAPH* IT...

"...AND ALLOW IT TO KILL OFF *MILLIONS*, IF NOT *BILLIONS* OF EXCESS HUMANITY, MUCH AS THE *ICE AGE* OF MY BIRTH-ERA PERFORMED A CLEANSING OF ITS *OWN*.

"THEN, AND *ONLY* THEN, SHALL I TURN MY MIGHT TO KANG... AND *CRUSH* HIM UTTERLY.

THE RESULT WILL BE A *BETTER* WORLD. A *SCARRED* WORLD, PERHAPS, NEEDING *CENTURIES* TO RECOVER.

BUT WHAT OF IT? I AM IMMORTAL. I HAVE *TIME*.



YOU -- YOU'RE *INSANE*!

YOU'RE A TOTAL RAVING *LUNATIC*!

AH YES. THE
BRAY OF THE *STUPID*
AND *TERRIFIED*.

BUT TO
BUSINESS. YOU
WILL EACH BE FITTED
WITH *CONTROL*
TECHNOLOGY AND
RELEASED -- RETURNED
TO YOUR OFFICES WITH
INSTRUCTIONS...

...AND WITH
ENOUGH *CONTROL*
DISCS TO RECRUIT *OTHERS*
INTO MY NEW ORDER. AND
RATHER THAN KEEP YOU
IN *SUSPENSE*, I
INFORM YOU NOW...

"...THE PROCESS
IS *QUITE PAINFUL...*"

DAMOCLES BASE.
EARTH ORBIT. ■

ASSAULT UPDATE
DELTA-NINE.

BATTLE REACHES STAGE
FOUR TWO MINUTES, SEVEN
SECONDS BEHIND SCHEDULE.

CASUALTIES 62% OF
EXPECTED LEVEL.

BEACHHEAD
FIRMLY ESTABLISHED.
HEAVIER WEAPONRY
BEING SHUTTLED
DOWN.

INDIGENOUS FORCES
BEING FORCED BACK
AS EXPECTED.
RESISTANCE STRONGEST
FROM SUPERHUMANS --

-- NOTABLY THOSE
IDENTIFIED AS "THOR"
AND "HERCULES."

CURRENT DEPLOYMENT
PATTERNS AS FOLLOWS...

THE BATTLE IS
GOING WELL.

AND WHY SHOULD
IT NOT? ALL
CONTINGENCIES
HAVE BEEN PLANNED
FOR. ALL FORCES
PERFORM THEIR
ASSIGNED TASKS
EFFICIENTLY.

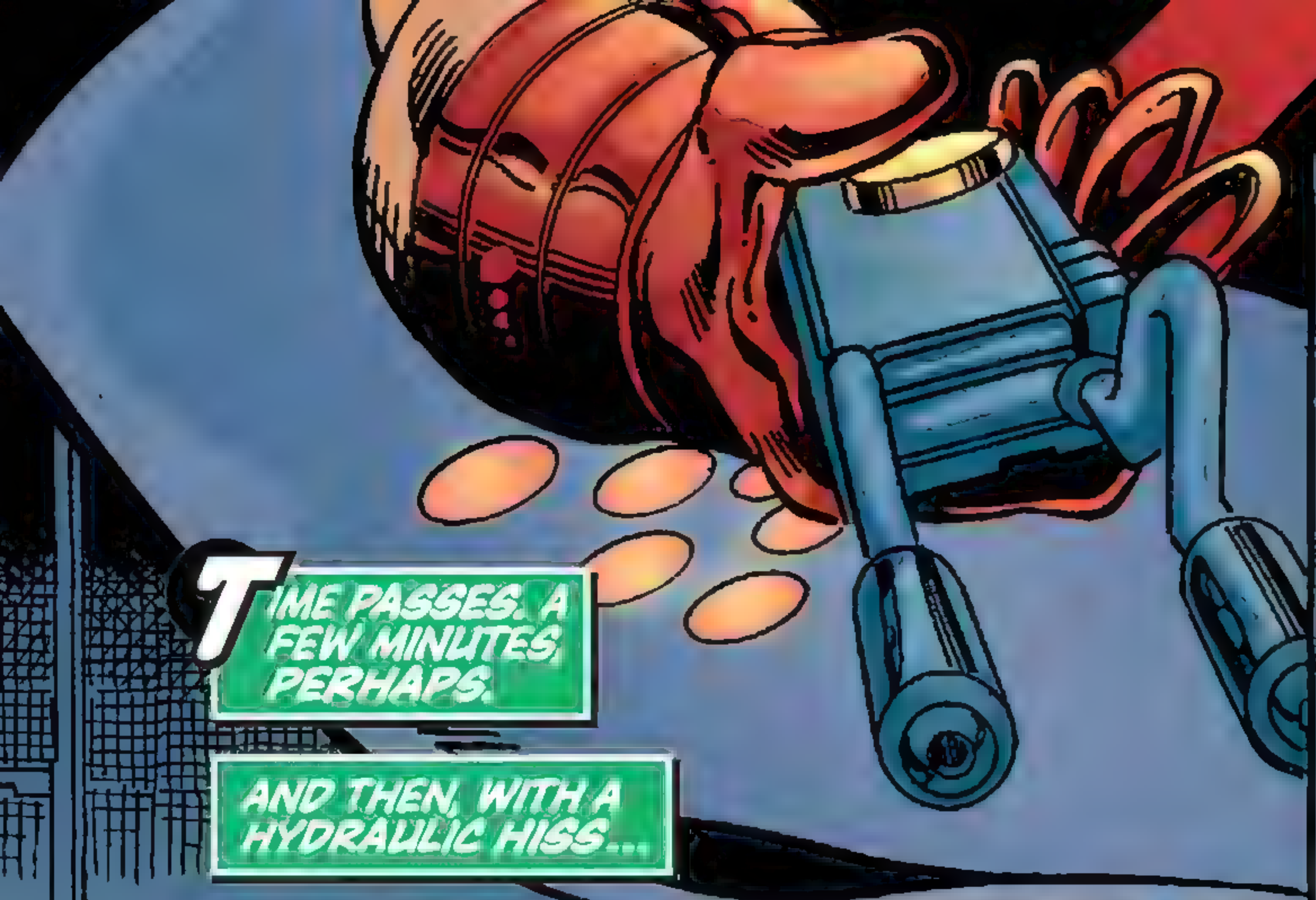
THERE ARE NO SURPRISES,
AND HE DOES NOT EXPECT
ANY.

THE SCARLET
CENTURION
WATCHES, AND
GROWS IMPATIENT.
HE IS NOMINALLY IN
COMMAND OF THE
INVASION, BUT HE IS
NOT NEEDED HERE.

IT WOULD PROCEED AS
SMOOTHLY WITHOUT HIM.

CHANGE
VISI-DISPLAY.
SHOW PROGRAM
THREE, S.C.
PERSONAL.

THE SCREENS BEFORE HIM
SHIMMER AND CHANGE.

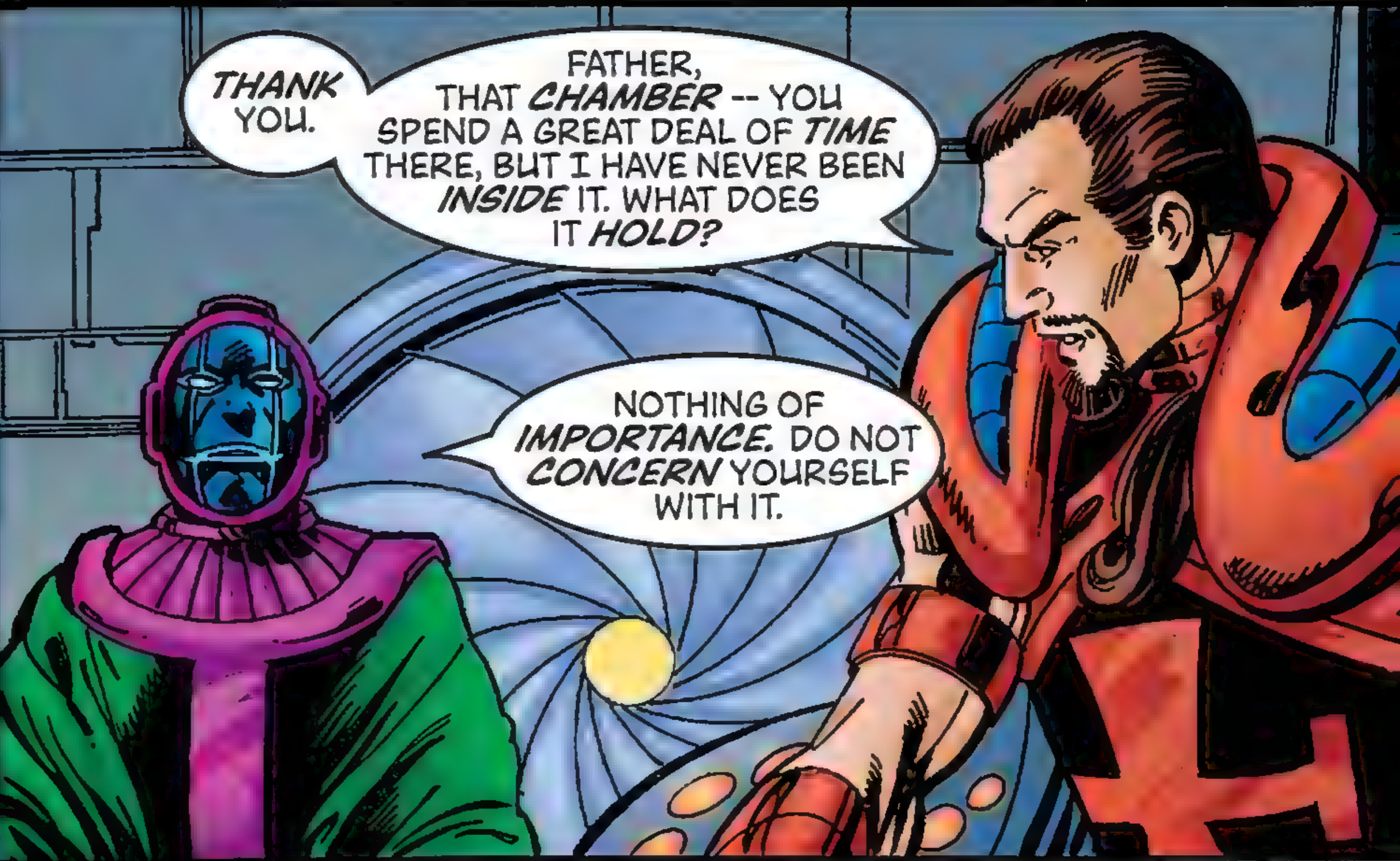


TIME PASSES. A FEW MINUTES, PERHAPS.

AND THEN, WITH A HYDRAULIC HISS...

GOOD DAY, MY SON.

I SAW YOUR COMBAT EXERCISE TAPES FROM THIS MORNING. FINE WORK.



THANK YOU.

FATHER, THAT **CHAMBER** -- YOU SPEND A GREAT DEAL OF TIME THERE, BUT I HAVE NEVER BEEN **INSIDE** IT. WHAT DOES IT **HOLD**?

NOTHING OF **IMPORTANCE**. DO NOT **CONCERN** YOURSELF WITH IT.



HOW GOES THE **ASSAULT**?

IT GOES AS WELL AS **EXPECTED**, SIR. ALL UNITS PERFORMING AS **COMMANDED**.

BUT I **ITCH** FOR MORE THAN THIS -- TO BE INVOLVED IN THE **THICK** OF IT, TO TAKE **PART**.

THERE WILL BE A **TIME** FOR THAT, MARCUS. BUT WE MUST NOT **WASTE** IT.



WE MUST MAKE OUR PRESENCE **FELT** AT THE MOMENT OF **GREATEST** EFFECT.

BESIDES, I THINK I **KNOW** WHAT IT IS YOU **TRULY** ITCH FOR, EH?



DO NOT WASTE YOUR TIME WITH THOUGHTS OF WOMEN **NOW**, MY SON. TIME TO HAVE ANY WOMAN YOU CHOOSE **AFTER** THE VICTORY IS WON, HEY?

IN THE MEANTIME, FOCUS ON THE **BATTLE**. BE AS **BOLD** AND **FEARLESS** AS YOUR FATHER...

...AND THERE IS NOTHING IN THE UNIVERSE THAT WILL BE **DENIED** YOU.

...YES, SIRE.

KEEWATIN REGION, NORTHWEST TERRITORIES. CANADA. ■

"THAT'S THE *CENTER* OF IT, UNDER THE ICE. IT EXTENDS OUT FOR *MILES*."

"*MICRO-THERMAL RESONANCE* SHOWS THE PARTS NEAREST THE *SURFACE*. WE'LL BE MAKING FOR THE *NEAREST* OF THOSE. ALL RIGHT, AVENGERS..."

...LET'S GO!

THEY LEAVE THE WARMTH OF THE QUINJET, THEIR INSULATED UNIFORMS PROVIDING ONLY PARTIAL PROTECTION FROM THE BITTER COLD.

AND EACH, IN THEIR OWN WAY, MAKES SWIFT TIME ACROSS THE ICE AND SNOW, UNTIL

THERE! SHIFTING ICE MUST HAVE CRACKED IT OPEN -- PRACTICALLY *RIPPED* THE DOOR OFF ITS HINGES.

SO LET'S HEAD *IN*. THE JAMMING FIELD SHOULD SHIELD US FROM *DETECTION*, AT LEAST FOR A WHILE --

-- AND THE HAND-HELD SCANNERS SHOULD LEAD US TO STINGRAY.

JUST REMEMBER, ALL OF YOU. IF WE'RE ATTACKED, THE GOAL ISN'T TO *BEAT* THE FOE, BUT TO GET *PAST* IT --

-- TO REACH THE *CENTER* OF THIS BASE AND TAKE *CONTROL*, AT ALL COSTS.

ONLY A HALF A MILE IN, HOWEVER, AND --

EH?

THAT SUDDEN LIGHT!

WHAT CAUSED --



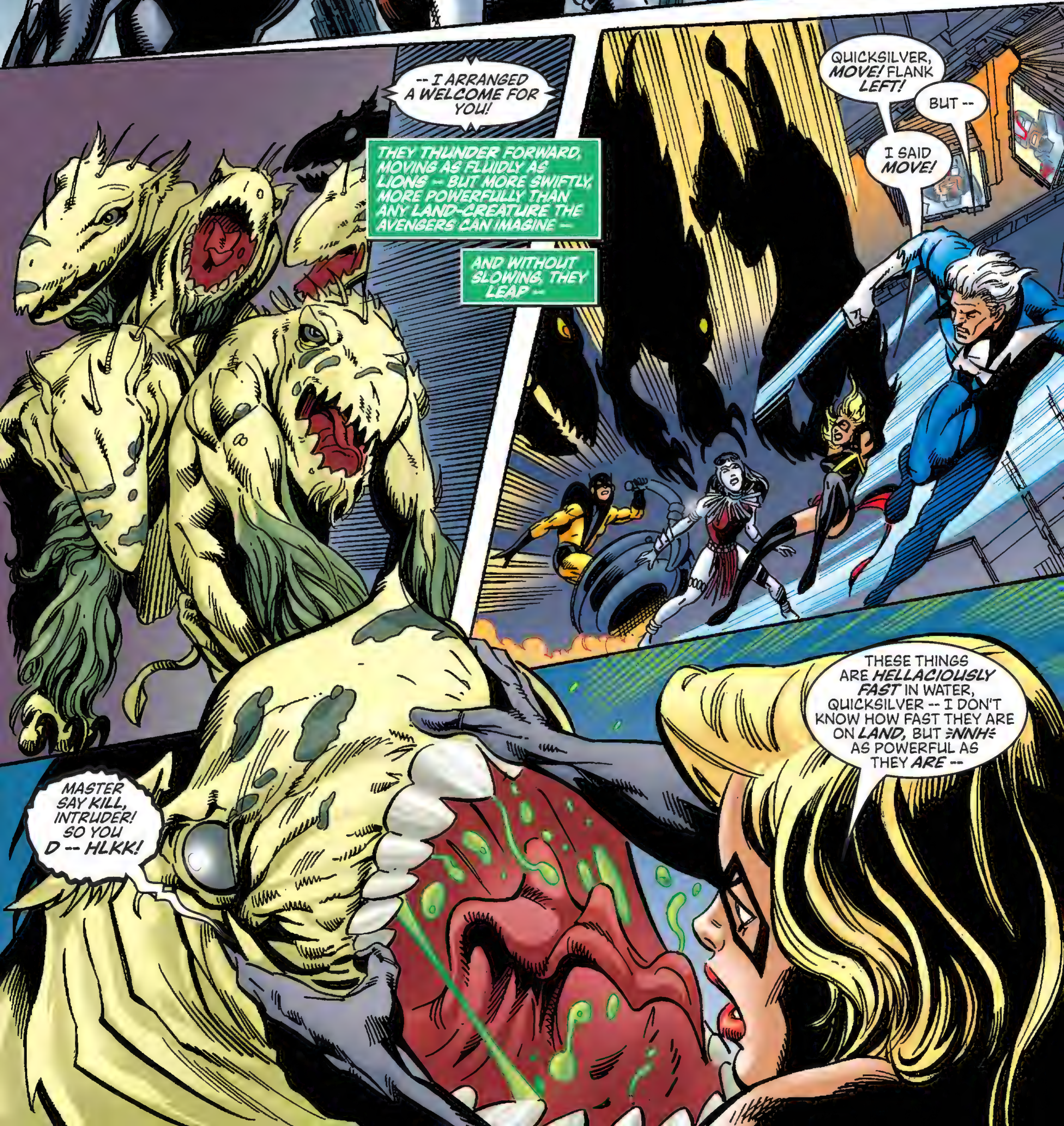
LOOK!
POPPING
OUT OF THE
WALLS --!

DID YOU
REALLY THINK YOU
COULD HIDE FROM
ME, AVENGERS?

IN
MY OWN
BASE?

AN
EXTENSION
OF MY VERY
SELF?

I SENSED YOU
FROM THE MOMENT
YOU APPROACHED!
I OPENED THE WAY
TO YOU! AND
MORE --



-- I ARRANGED
A WELCOME FOR
YOU!

THEY THUNDER FORWARD,
MOVING AS FLUIDLY AS
LIONS -- BUT MORE SWIFTLY,
MORE POWERFULLY THAN
ANY LAND-CREATURE THE
AVENGERS CAN IMAGINE --

AND WITHOUT
SLOWING, THEY
LEAP --

QUICKSILVER,
MOVE! FLANK
LEFT!

BUT --

I SAID
MOVE!

THESE THINGS
ARE HELLACIOUSLY
FAST IN WATER,
QUICKSILVER -- I DON'T
KNOW HOW FAST THEY ARE
ON LAND, BUT ~~ANNH~~
AS POWERFUL AS
THEY ARE --

MASTER
SAY KILL,
INTRUDER!
SO YOU
D -- HLKK!

SHAMN

-- I WANT
SOMEONE ON
THE
OUTSIDE --

-- DON'T
WANT TO LET
THEM
SURROUND
US!

GET...
BACK!

PLAM

A WISE
CHOICE, IT
SEEMS. FOR
I'M IN POSITION
TO OBSERVE,
AND --

SILVERCLAW!
SHIFT TO YOUR
HUMAN FORM,
NOW --

THERE, FIDO!
BITE DOWN, AND
THE FEEDBACK
SHOCK'LL KNOCK
YOU --

WHOA,
MAMA!

WHAT
BIG TEETH
YOU
HAVE!

UH?

-- AND
I SHALL
SWEEP
YOU FROM
DANGER!

A WORD OF
ADVICE, LITTLE ONE --
PAY ATTENTION TO WHAT
IS AROUND YOU, NOT
JUST WHAT IS BEFORE
YOU.

YOU REMIND
ME TOO MUCH OF
ANOTHER, AT YOUR AGE,
FOR ME TO WANT TO SEE
YOU INJURED.

I'VE BEEN
PREFERRING TO
FIGHT AT FULL-SIZE
THESE DAYS, BUT
LUCKY FOR ME, I
CAN STILL SHRINK
DOWN ITTY-
BITTY --

-- ALL
THE BETTER
TO AVOID BEING
LUNCH!



THEY DON'T LIKE OUR BOLTS, W.B.! WE CAN --

NO! SCATTER, ALL OF YOU! SPLIT UP, AND GO -- I'LL HOLD THEM HERE!

REMEMBER THE MISSION!

OKAY! JUST DON'T GET EATEN! JANNIE'D BE SO TICKED WITH US --!

OKAY, OKAY!

YOU GO LEFT, SHE'LL GO RIGHT -- AND I'LL POP THROUGH THE VENT-GRATE UP THERE...

ALL RIGHT, CREATURES. YOU WANT PAST ME --

-- YOU'RE GOING TO HAVE TO MAKE IT THROUGH A FEW TONS OF SCRAP METAL FIRST!

SKRAMM

URH?

NO...!

VERY RESOURCEFUL, WARBIRD. YOU HAVE STYMIED MY PLODEX WOLVES.

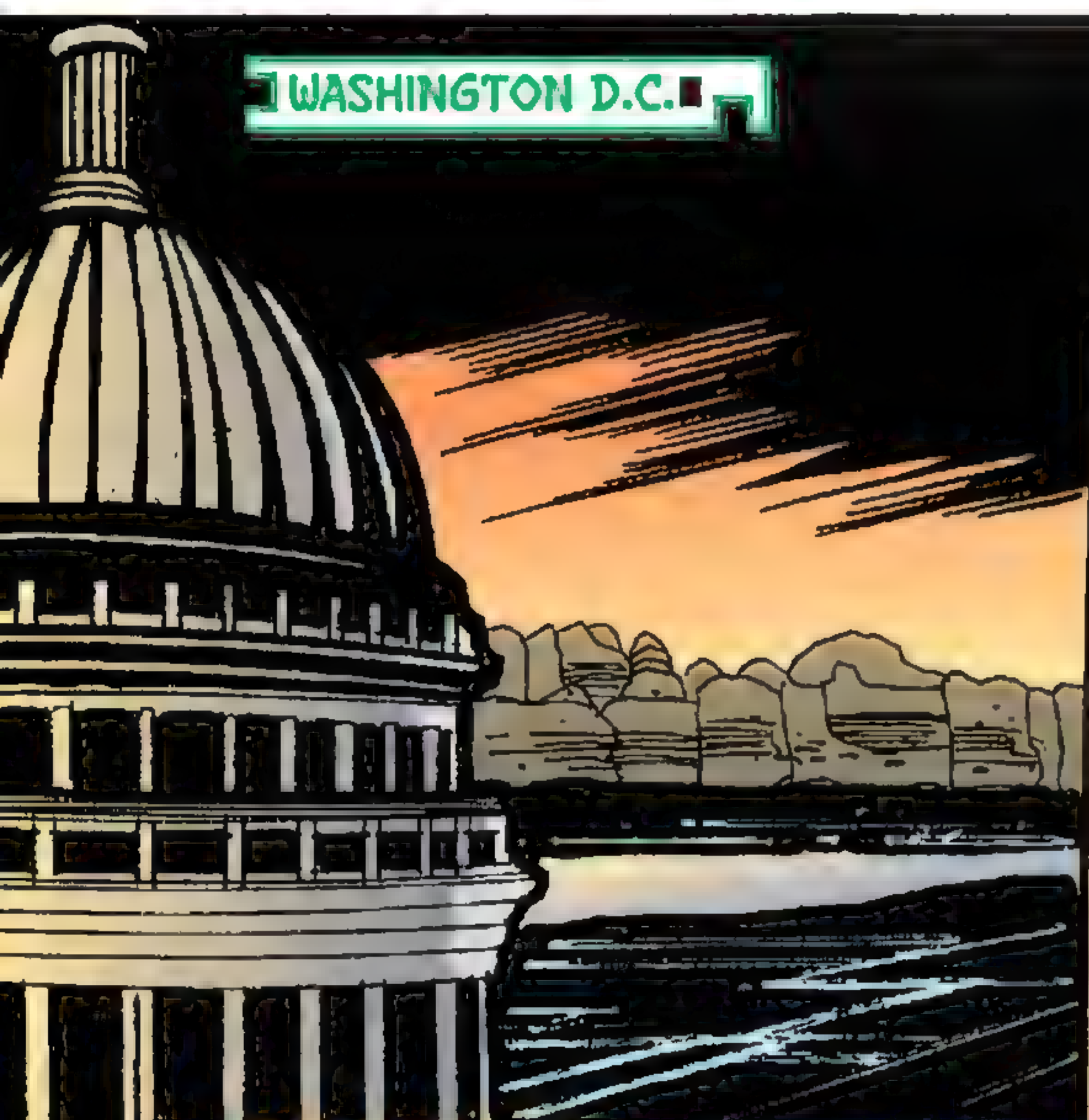
BUT MY BASE IS VAST, WOMAN -- EXTENDING IN BRANCHES AND NODULES UNDER ALL THE NORTHERN HEMISPHERE.

DO YOU THINK THAT THE SMALL PART YOU AND YOUR FELLOWS OCCUPY NOW --

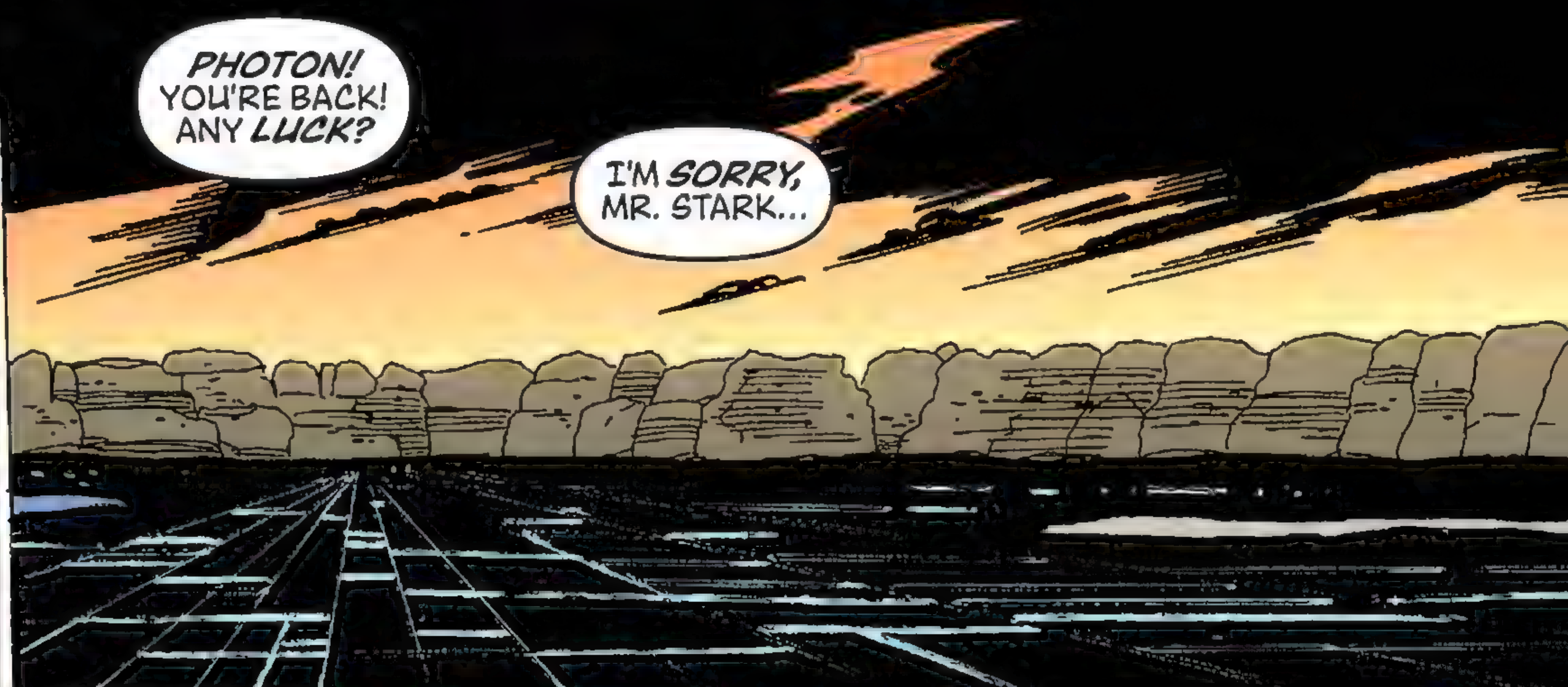


"-- CAN'T BE *SACRIFICED* WITHOUT A *MOMENT'S* HESITATION?"

AND FOR LONG MOMENTS THERE IS NO SOUND FOR MILES BUT THE ROLLING ECHO OF THE BLAST...



WASHINGTON D.C.



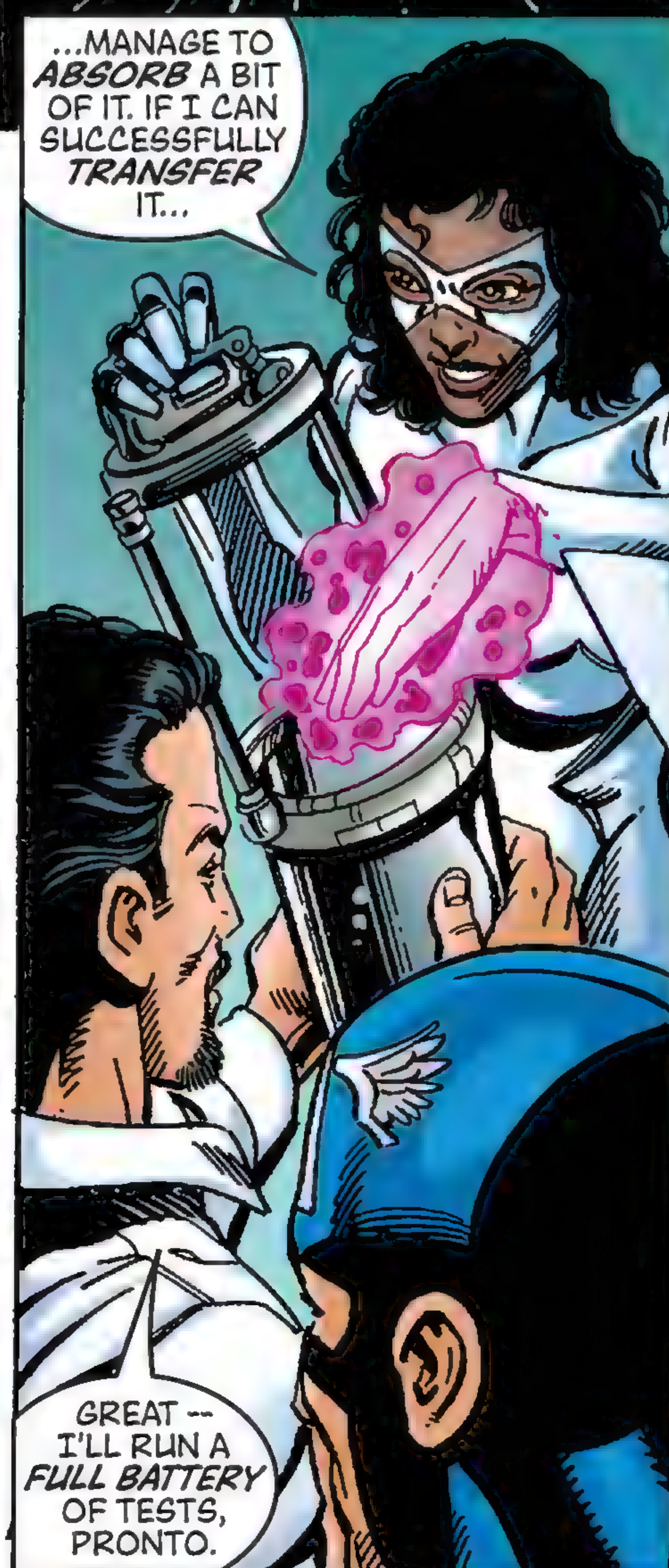
PHOTON!
YOU'RE BACK!
ANY LUCK?

I'M SORRY,
MR. STARK...



I DID,
HOWEVER...

...BUT I
COULDN'T
ANALYZE THE
FORCE-FIELD.
IT'S JUST TOO
FAR BEYOND
ANYTHING
I CAN
VISUALIZE.



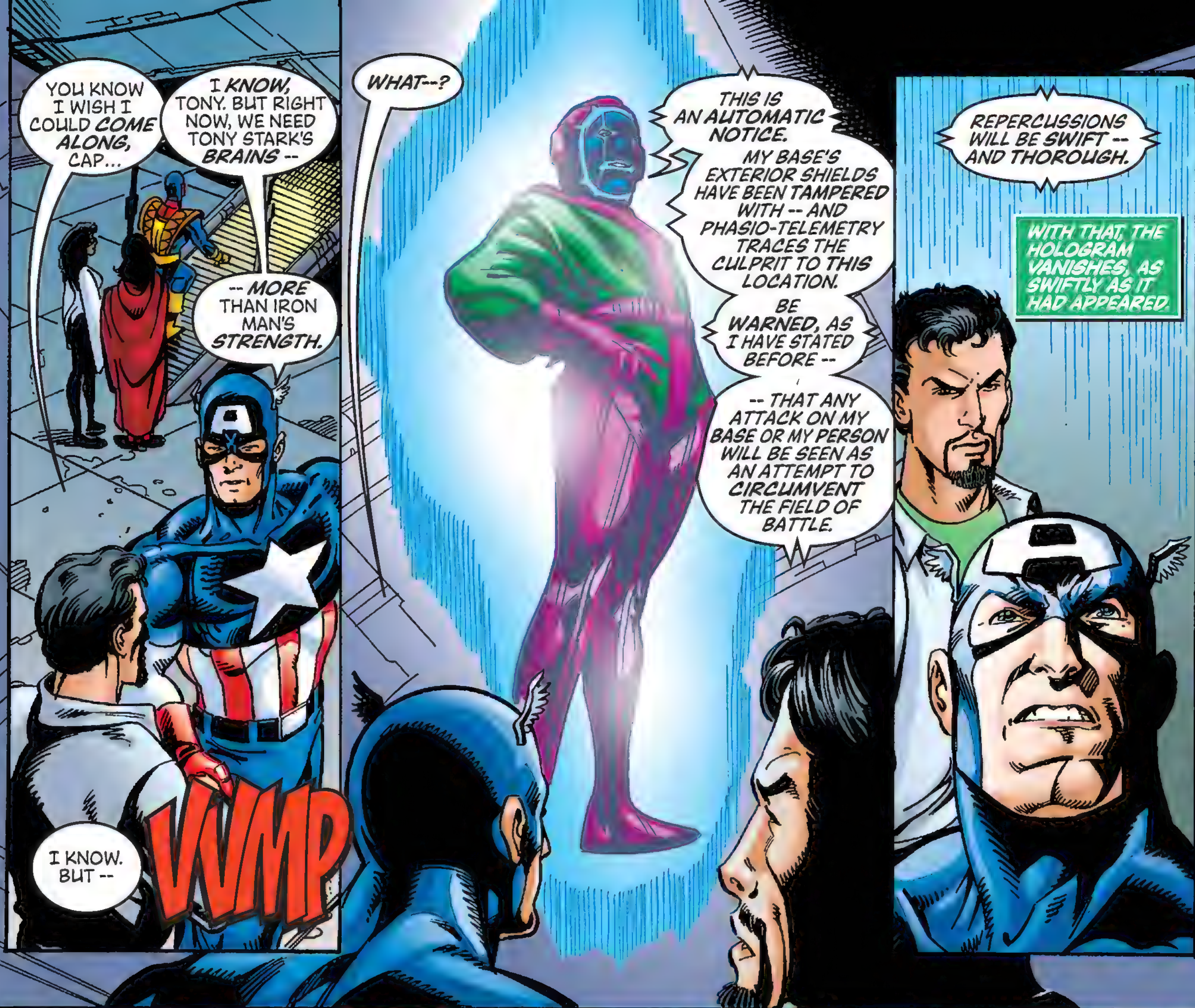
...MANAGE TO
ABSORB A BIT
OF IT. IF I CAN
SUCCESSFULLY
TRANSFER
IT...

GREAT --
I'LL RUN A
FULL BATTERY
OF TESTS,
PRONTO.



WE CAN'T *WAIT* FOR
THAT, TONY -- OUR TIME'S
RUNNING *SHORT*.
EVERYONE ABOARD
SHIP!

YOU'LL
HAVE TO SEND
US THE *TEST*
RESULTS ONCE
WE'VE REACHED
ORBIT.



YOU KNOW
I WISH I
COULD COME
ALONG,
CAP...

I KNOW,
TONY. BUT RIGHT
NOW, WE NEED
TONY STARK'S
BRAINS --

WHAT--?

THIS IS
AN AUTOMATIC
NOTICE.

MY BASE'S
EXTERIOR SHIELDS
HAVE BEEN TAMPERED
WITH -- AND
PHASIO-TELEMETRY
TRACES THE
CULPRIT TO THIS
LOCATION.

BE
WARNED, AS
I HAVE STATED
BEFORE --

-- THAT ANY
ATTACK ON MY
BASE OR MY PERSON
WILL BE SEEN AS
AN ATTEMPT TO
CIRCUMVENT
THE FIELD OF
BATTLE.

REPERCUSSIONS
WILL BE SWIFT --
AND THOROUGH.

WITH THAT, THE
HOLOGRAM
VANISHES, AS
SWIFTLY AS IT
HAD APPEARED.

-- MORE
THAN IRON
MAN'S
STRENGTH.

I KNOW.
BUT --

WUMP



AND, MINUTES LATER...

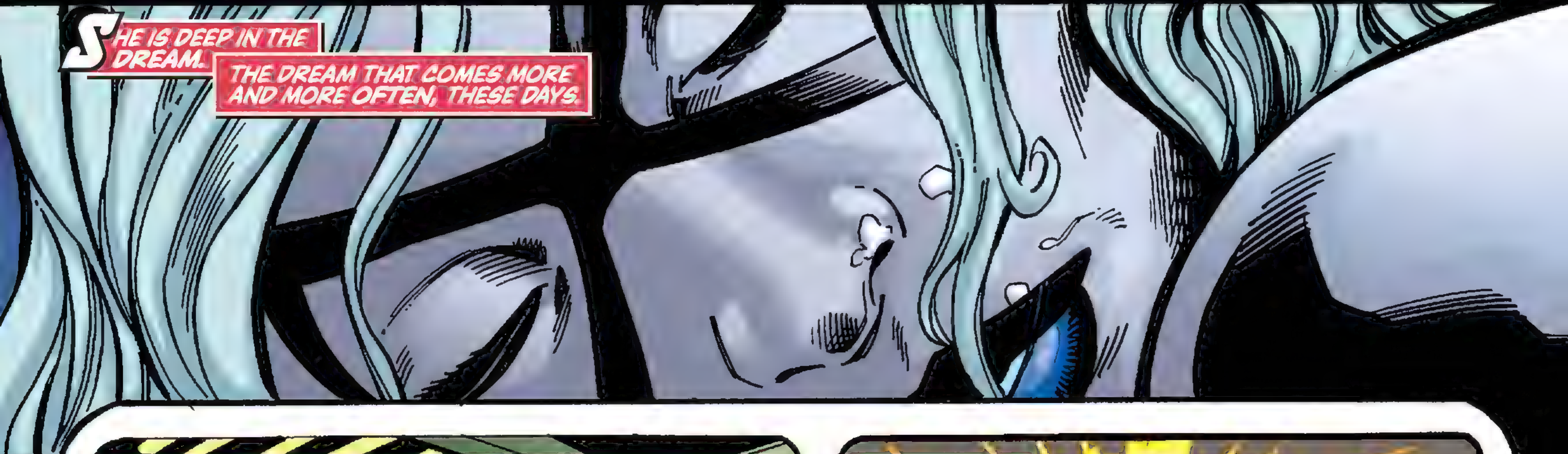
I KNOW, JACK OF HEARTS.
BUT THE WORLD'S COUNTING
ON US. WE HAVE NO CHOICE.
SO WE FIGHT -- AND
WE WIN.

THERE
ARE NO OTHER
OPTIONS.

CAP,
WHAT HE SAID --
HE'S NOT
BLUFFING...



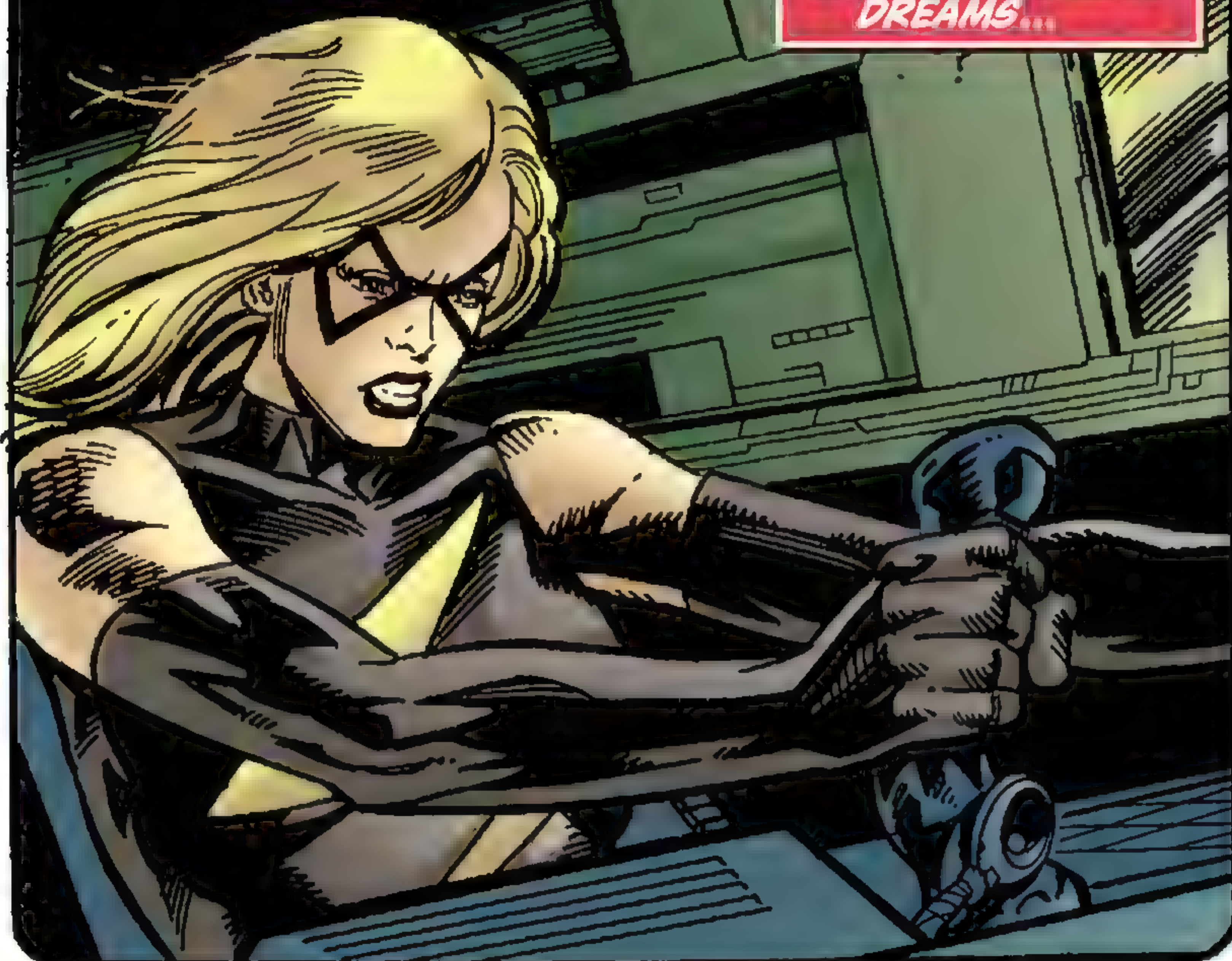
SHE IS DEEP IN THE DREAM.
THE DREAM THAT COMES MORE AND MORE OFTEN, THESE DAYS.



SHE IS IN A QUINJET, OVER NEW JERSEY. IT IS YEARS AGO. SHE IS VISITING THE SCARLET WITCH, FOR REASONS SHE CAN'T REMEMBER.

BEACH HAVEN INLET IS BELOW HER AND TO THE LEFT.

AND THEN WITHOUT TRANSITION, AS SO OFTEN HAPPENS IN DREAMS...

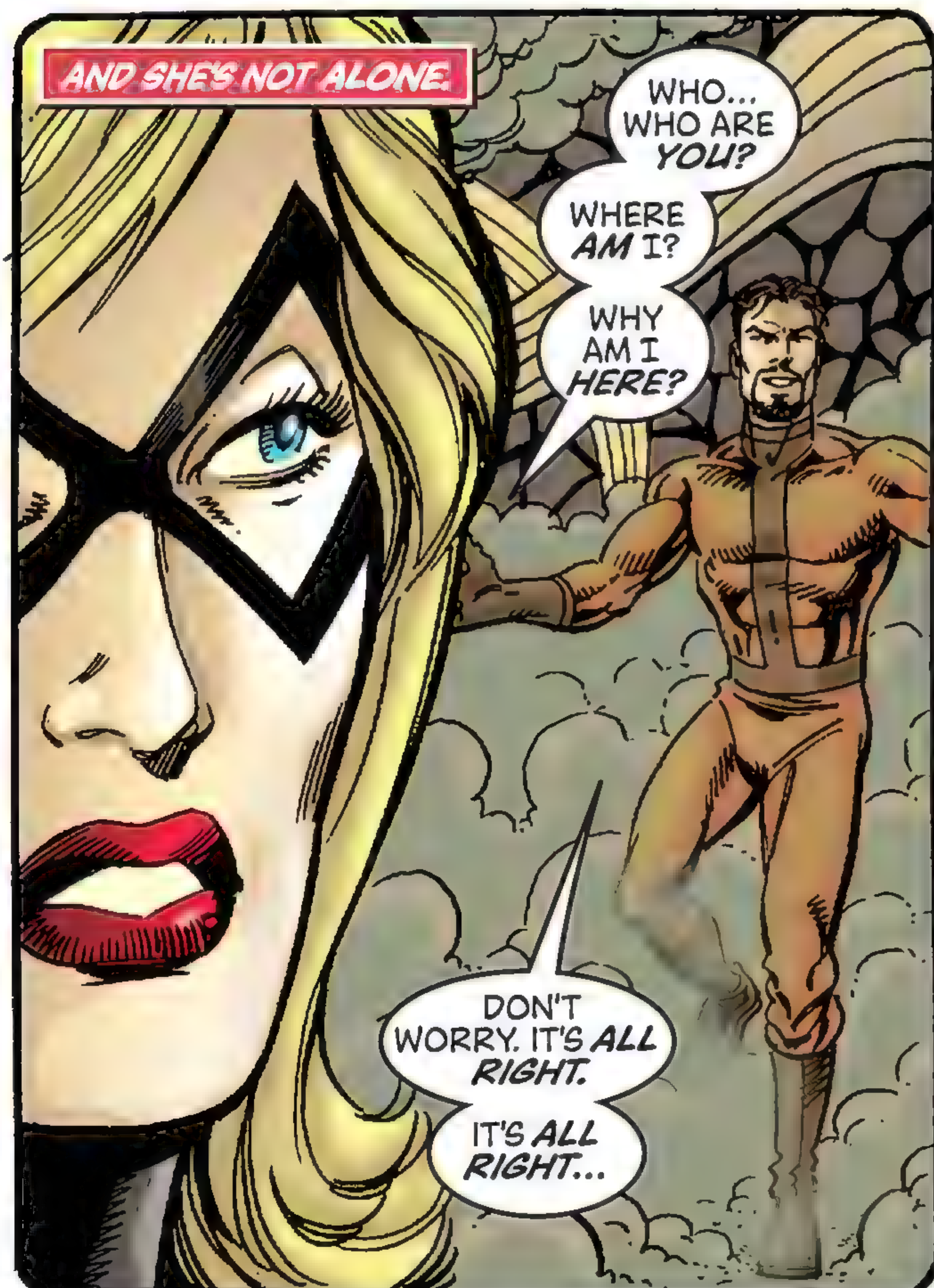


...SHE IS... SOMEWHERE ELSE.



THE AIR IS SWEET AND WARM, AND THERE IS A SMELL LIKE JASMINE.

AND SHE'S NOT ALONE.



WHO... WHO ARE YOU?

WHERE AM I?

WHY AM I HERE?

DON'T WORRY. IT'S ALL RIGHT.

IT'S ALL RIGHT...

...YOU'RE AMONG FRIENDS. I AM MARCUS.

HIS VOICE IS HONEYED, RELAXING. HE SMILES.



HE TOUCHES HER CHEEK, HER LIPS. IT'S... PLEASANT.

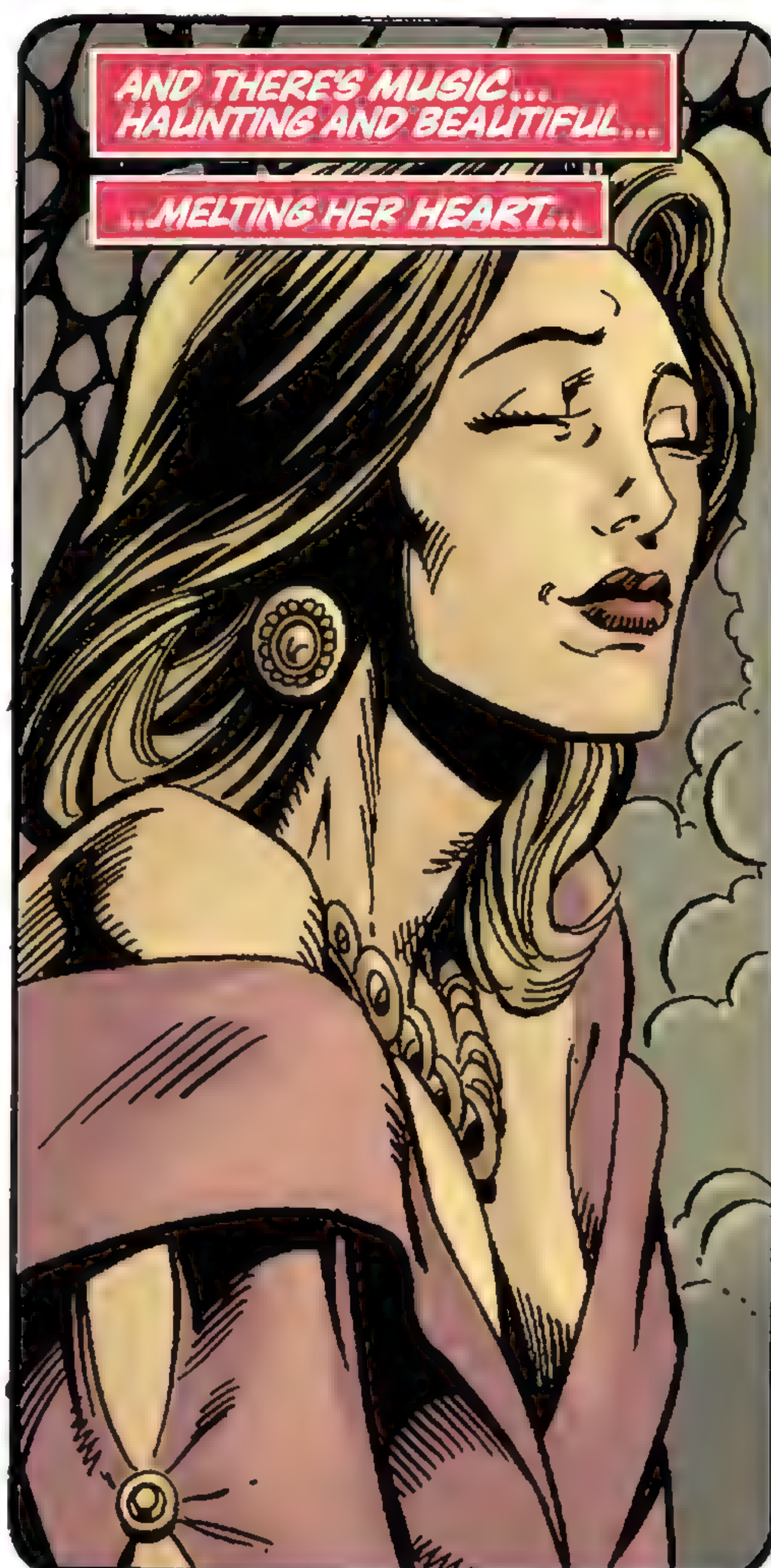
AND SHE CAN'T THINK STRAIGHT. WHY CAN'T SHE THINK STRAIGHT?



MARIE ANTOINETTE (NO, REALLY!) SHOWS HER GOWNS. HELPS HER SELECT THE FINEST, AND TO DRESS.

AND SHE WANTS TO GIGGLE...

...TO ASK MARIE WHY SHE STILL HAS HER HEAD ON. BUT SHE DOESN'T.



AND THERE'S MUSIC... HAUNTING AND BEAUTIFUL...

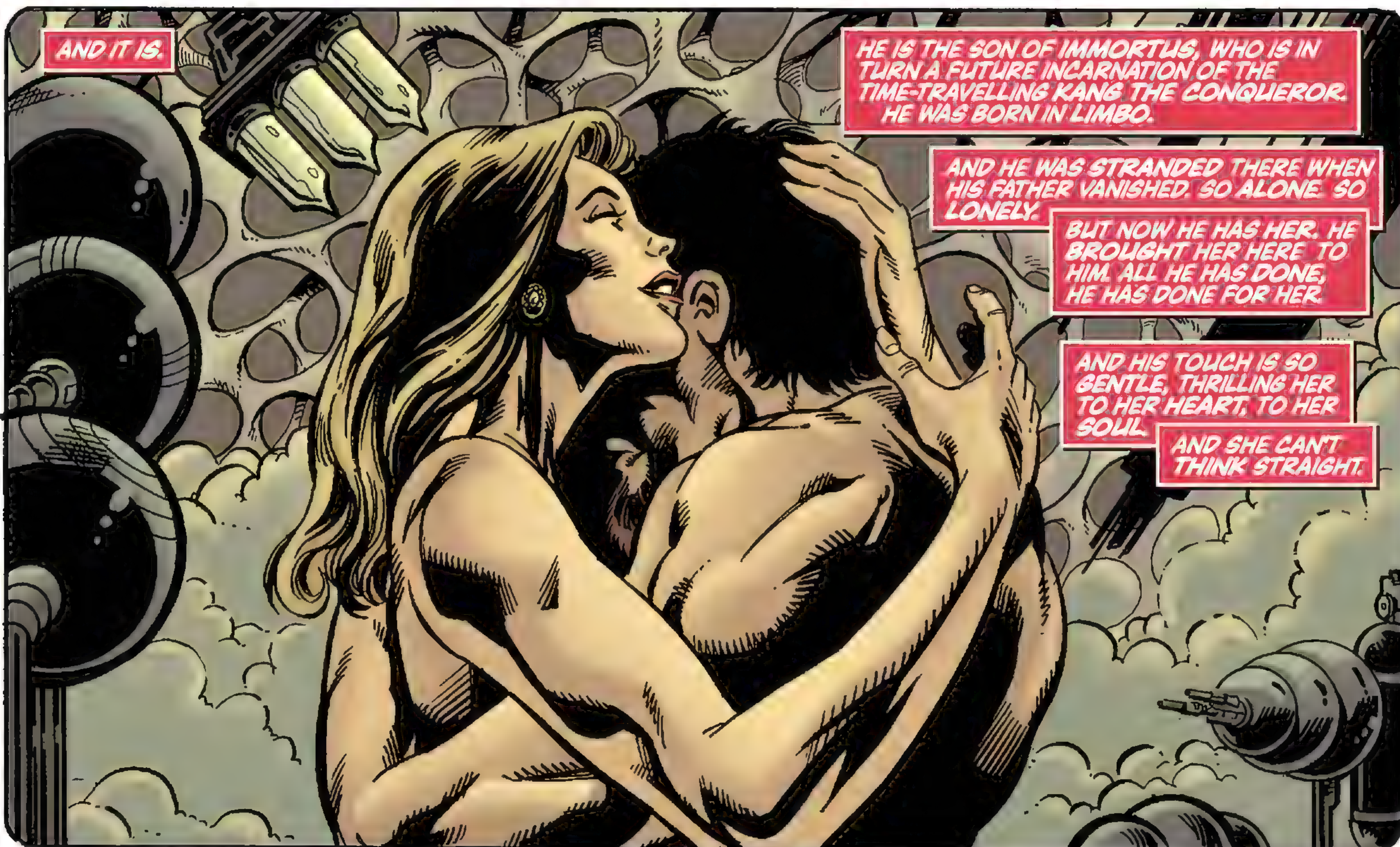
...MELTING HER HEART...



AND THEN THERE'S MARCUS AGAIN. AND SHE'S NERVOUS, WARY - BUT HE KEEPS REPEATING, IN THAT SOOTHING VOICE...

IT'S ALL RIGHT.

IT'S ALL RIGHT. IT'S ALL RIGHT.



AND IT IS.

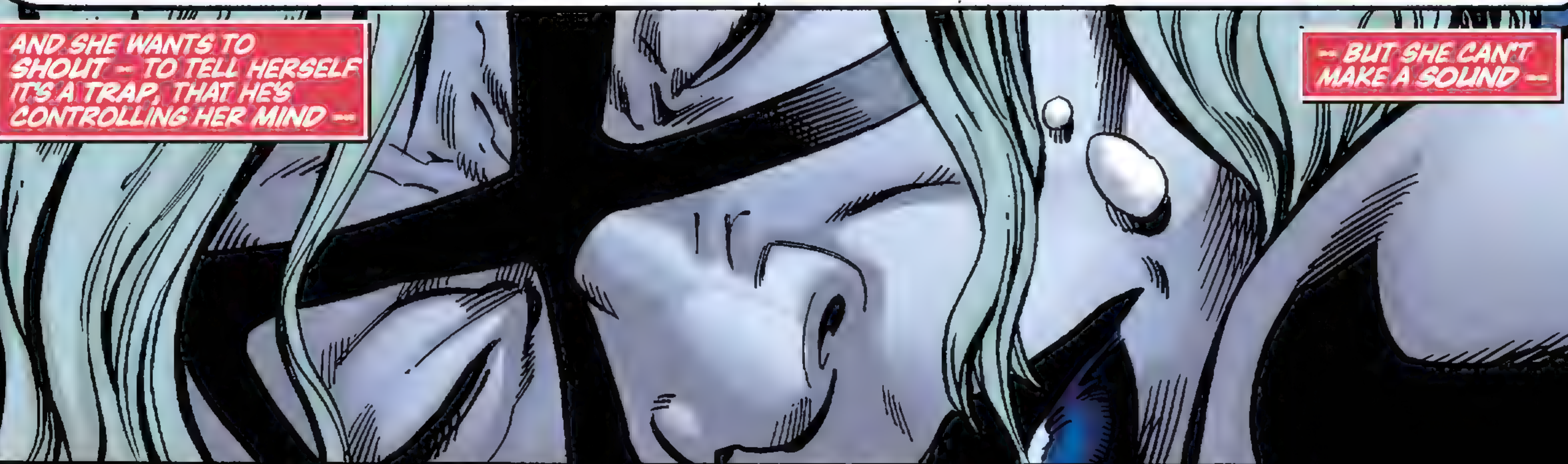
HE IS THE SON OF IMMORTUS, WHO IS IN TURN A FUTURE INCARNATION OF THE TIME-TRAVELLING KANG THE CONQUEROR. HE WAS BORN IN LIMBO.

AND HE WAS STRANDED THERE WHEN HIS FATHER VANISHED. SO ALONE. SO LONELY.

BUT NOW HE HAS HER. HE BROUGHT HER HERE TO HIM. ALL HE HAS DONE, HE HAS DONE FOR HER.

AND HIS TOUCH IS SO GENTLE, THRILLING HER TO HER HEART, TO HER SOUL.

AND SHE CAN'T THINK STRAIGHT.



AND SHE WANTS TO SHOUT - TO TELL HERSELF IT'S A TRAP, THAT HE'S CONTROLLING HER MIND -

-- BUT SHE CAN'T MAKE A SOUND --



AND THEN SHE'S IN A HOSPITAL IN NEW JERSEY, SIX MONTHS PREGNANT OVERNIGHT, AND SHE CAN'T REMEMBER WHY...

DON'T WORRY, CAROL. YOU'RE AN AVENGER...

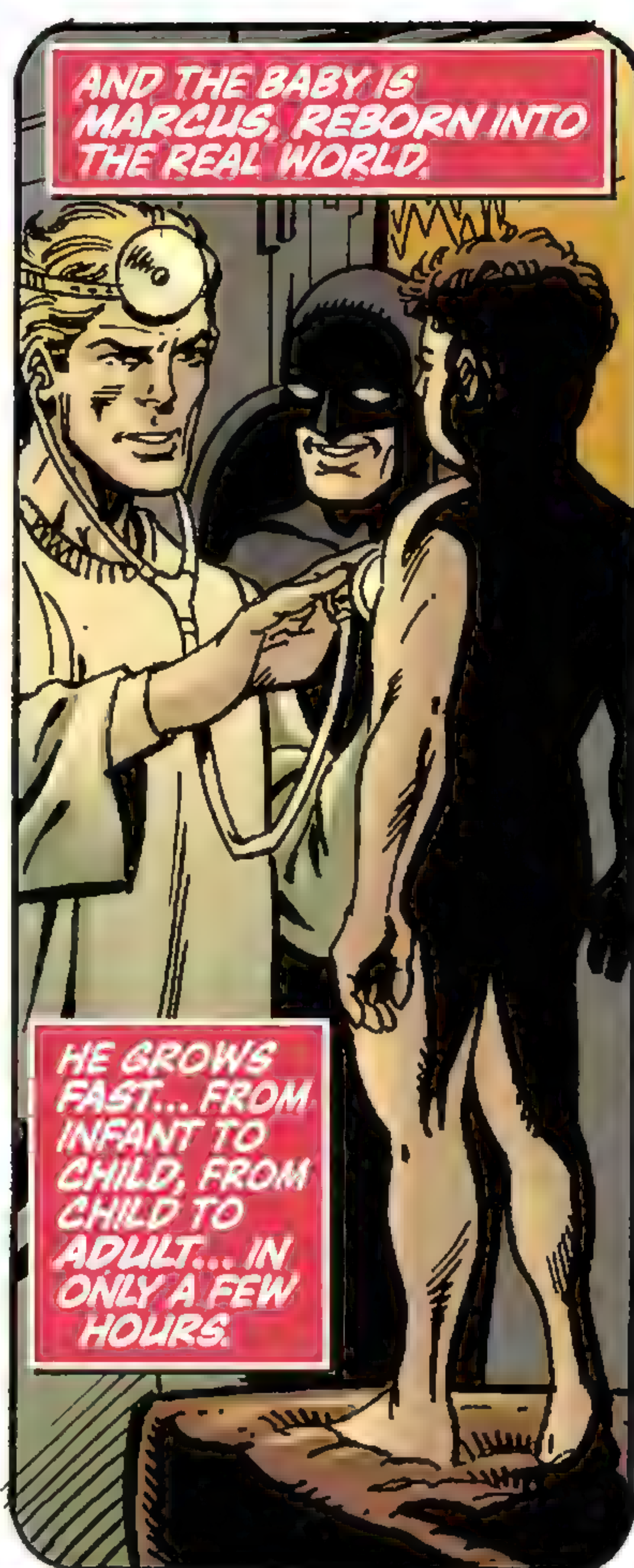
...AND THAT MAKES YOU A VERY SPECIAL PERSON, WITH VERY SPECIAL FRIENDS. FRIENDS WHO'LL STAND BY YOU...

...NO MATTER WHAT.



AND THEN SHE'S AT AVENGERS MANSION...

...AND SHE'S GIVING BIRTH...



AND THE BABY IS MARCUS, REBORN INTO THE REAL WORLD.

HE GROWS FAST... FROM INFANT TO CHILD, FROM CHILD TO ADULT... IN ONLY A FEW HOURS.

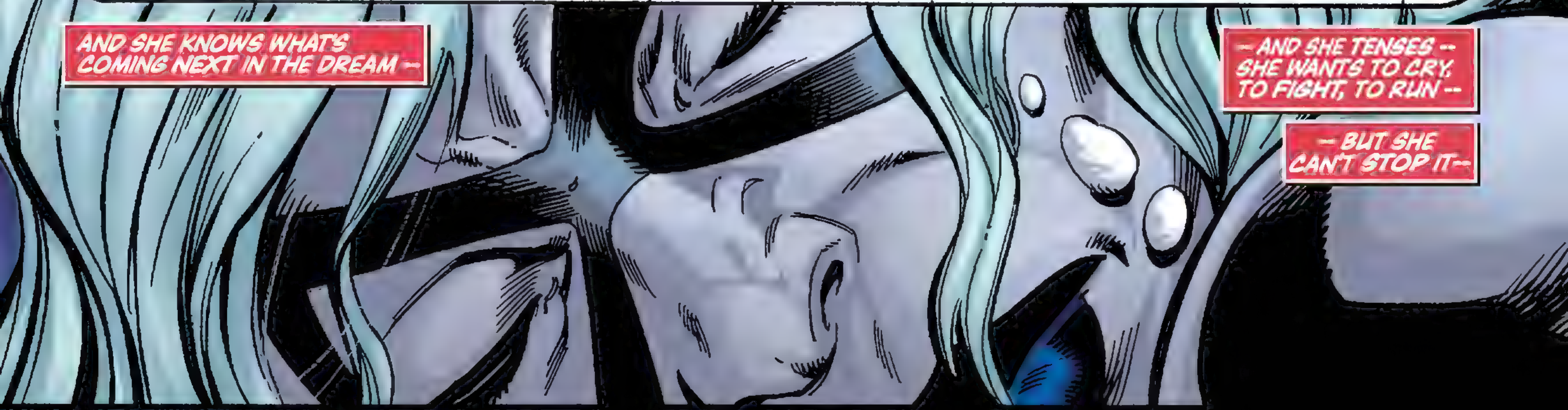


BUT HIS PRESENCE... A CHILD OF LIMBO IN THE REAL WORLD... CAUSES DISRUPTIONS, WARPS IN TIME, ENDANGERING ALL.

HE TRIES TO STOP THE DAMAGE. HE FAILS.

AND HE MUST RETURN TO LIMBO...

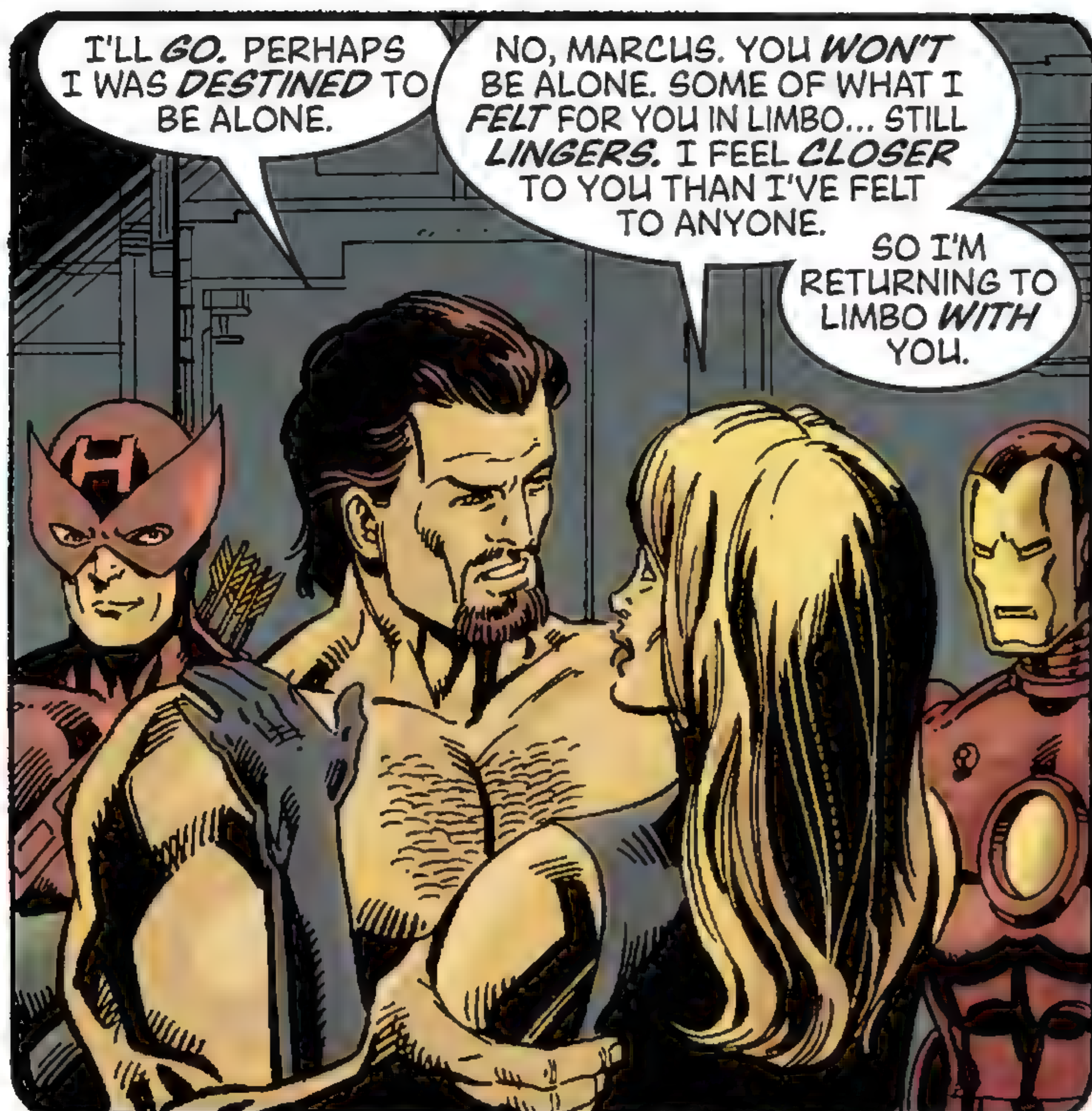
...OR HE WILL DIE.



AND SHE KNOWS WHAT'S COMING NEXT IN THE DREAM --

-- AND SHE TENSES -- SHE WANTS TO CRY, TO FIGHT, TO RUN --

-- BUT SHE CAN'T STOP IT--



I'LL GO. PERHAPS I WAS DESTINED TO BE ALONE.

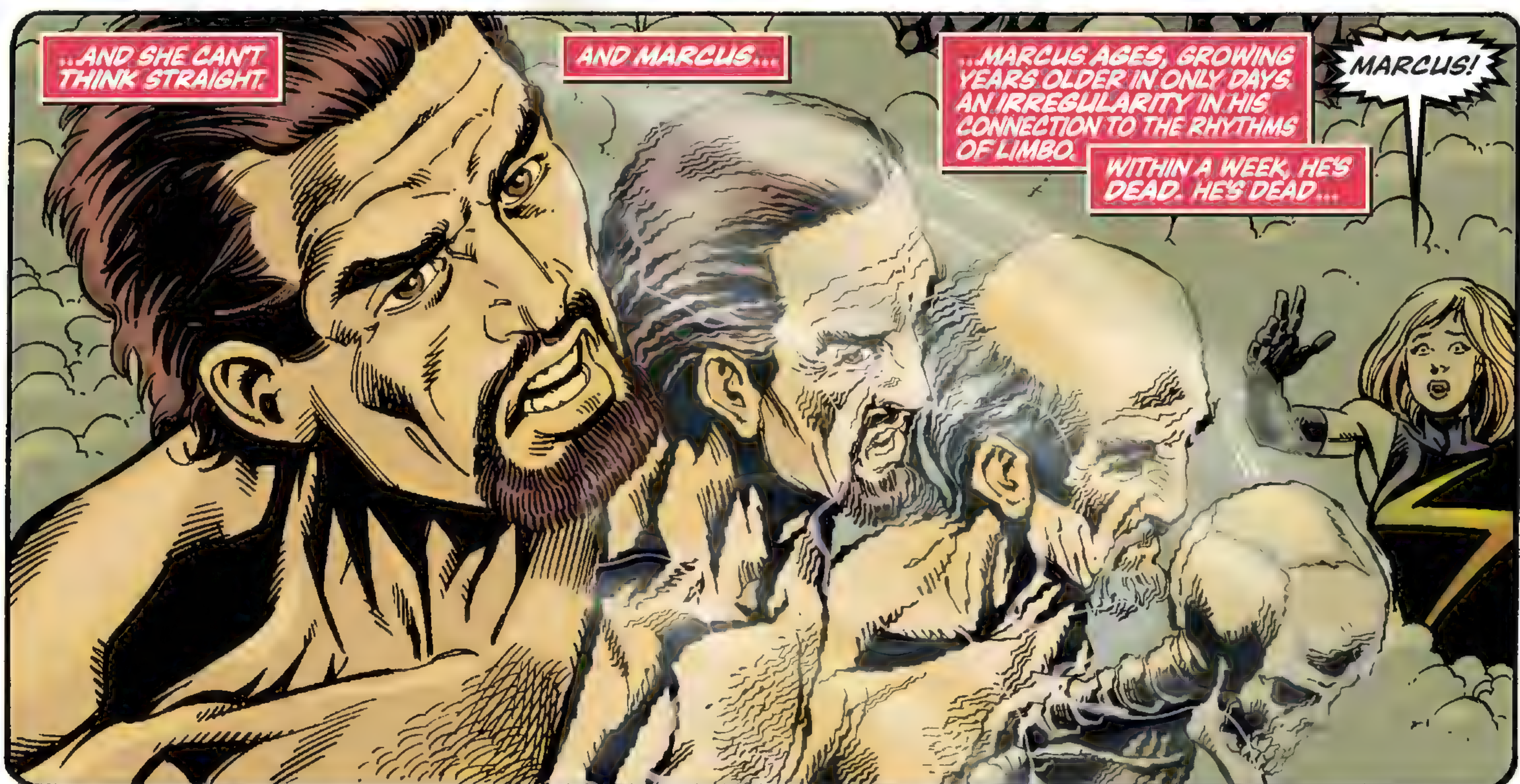
NO, MARCUS. YOU WON'T BE ALONE. SOME OF WHAT I FELT FOR YOU IN LIMBO... STILL LINGERS. I FEEL CLOSER TO YOU THAN I'VE FELT TO ANYONE.

SO I'M RETURNING TO LIMBO WITH YOU.



AND THEY GO. SHE IS SO HAPPY, ON THE OUTSIDE. AND THAT'S ALL THE AVENGERS CAN SEE, ALL THEY CAN HEAR.

THEY HELP HER GO, AND WISH HER THE BEST...



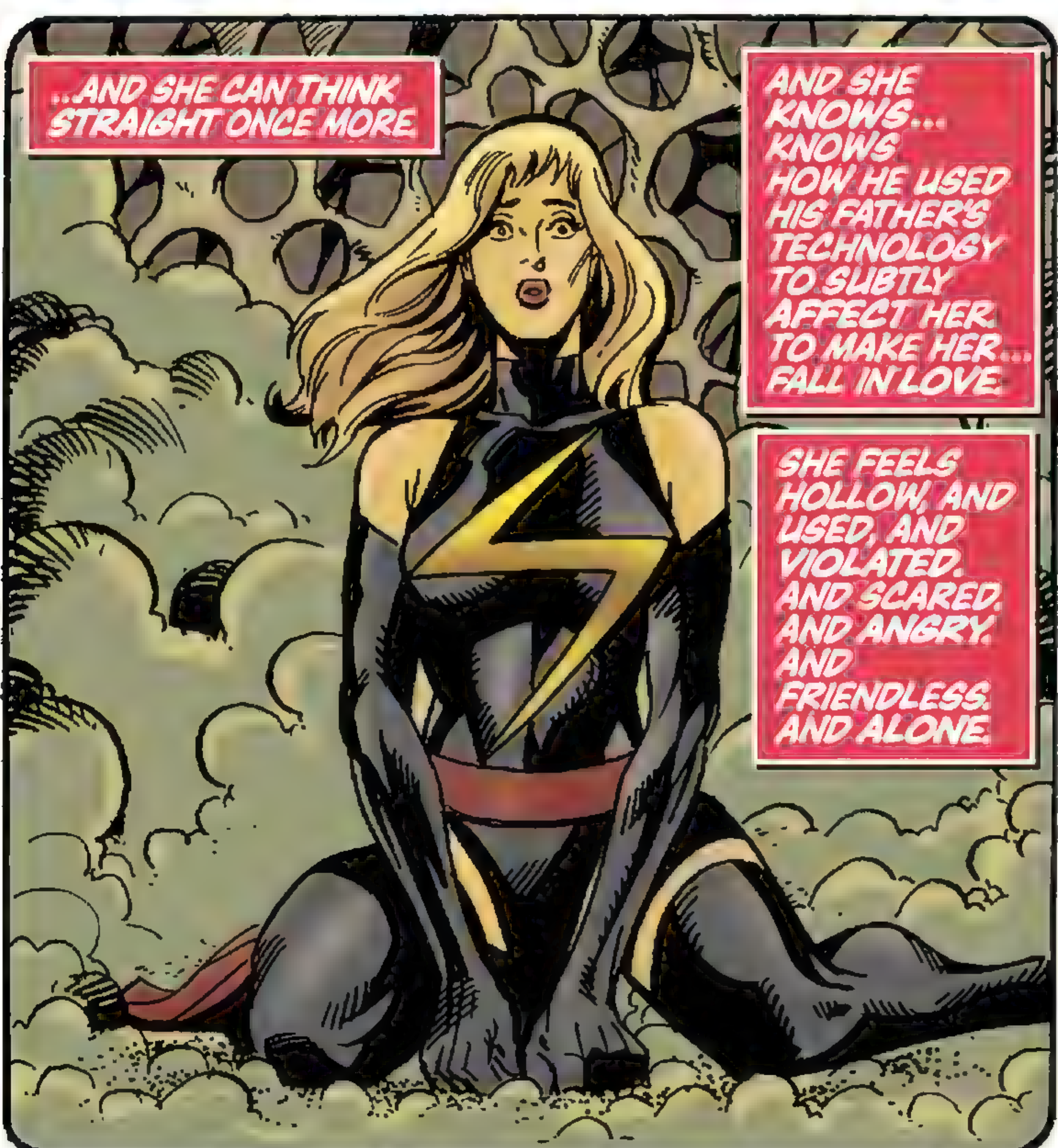
...AND SHE CAN'T THINK STRAIGHT.

AND MARCUS...

...MARCUS AGES, GROWING YEARS OLDER IN ONLY DAYS. AN IRREGULARITY IN HIS CONNECTION TO THE RHYTHMS OF LIMBO.

WITHIN A WEEK, HE'S DEAD. HE'S DEAD...

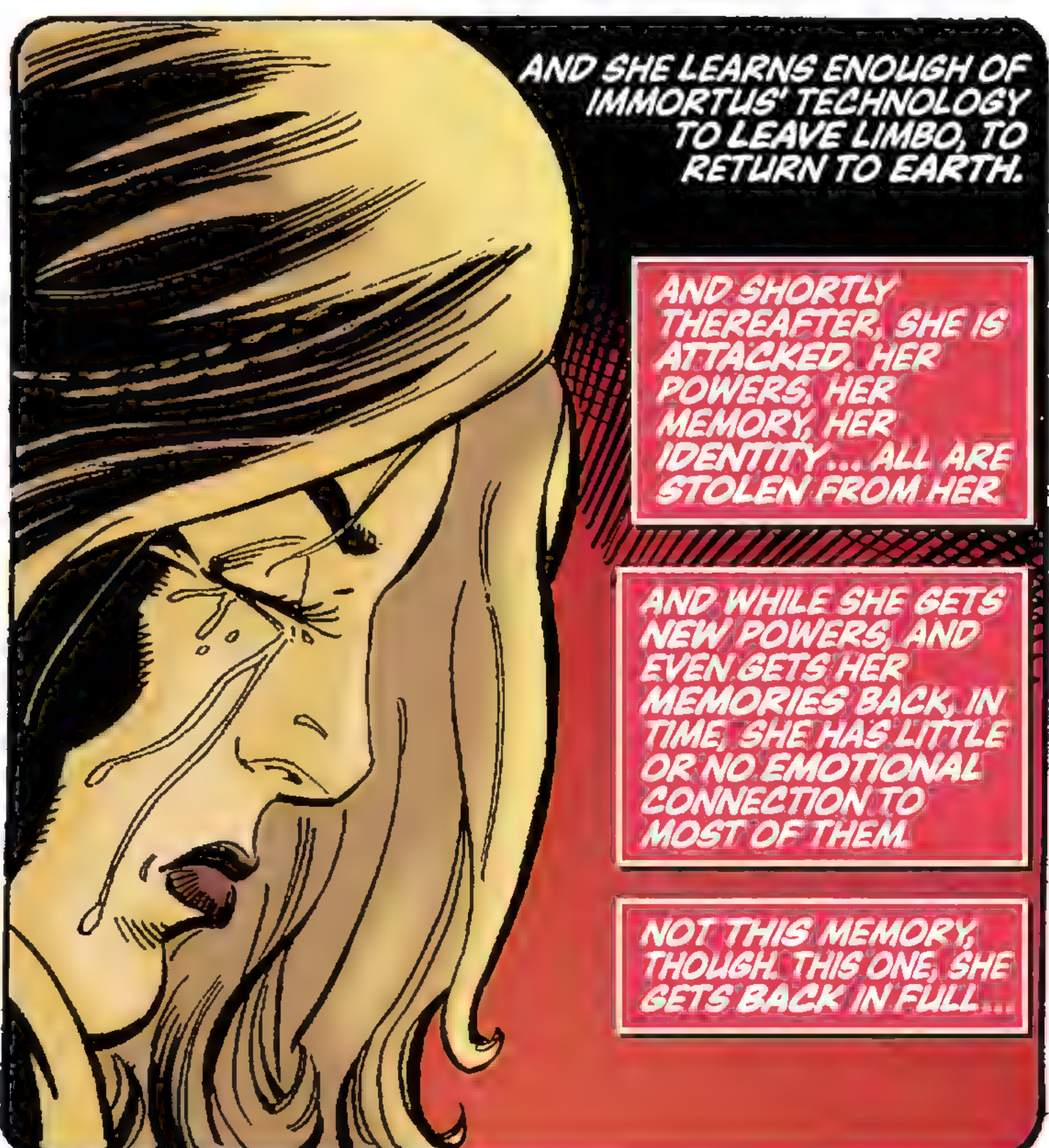
MARCUS!



...AND SHE CAN THINK STRAIGHT ONCE MORE.

AND SHE KNOWS... KNOWS HOW HE USED HIS FATHER'S TECHNOLOGY TO SUBTLY AFFECT HER. TO MAKE HER... FALL IN LOVE.

SHE FEELS HOLLOW, AND USED, AND VIOLATED, AND SCARED, AND ANGRY, AND FRIENDLESS, AND ALONE.



AND SHE LEARNS ENOUGH OF IMMORTUS' TECHNOLOGY TO LEAVE LIMBO, TO RETURN TO EARTH.

AND SHORTLY THEREAFTER, SHE IS ATTACKED. HER POWERS, HER MEMORY, HER IDENTITY... ALL ARE STOLEN FROM HER.

AND WHILE SHE GETS NEW POWERS, AND EVEN GETS HER MEMORIES BACK, IN TIME, SHE HAS LITTLE OR NO EMOTIONAL CONNECTION TO MOST OF THEM.

NOT THIS MEMORY, THOUGH THIS ONE, SHE GETS BACK IN FULL...

**THIS ONE WILL STAY
WITH HER FOREVER.**

**DEEP IN CANADA'S
NORTHERN TERRITORIES.
ABOVE THE ARCTIC CIRCLE.**

**HER NAME IS CAROL SUSAN JANE
DANVERS, U.S.A.F., RETIRED. A.K.A.
WARBIRD OF THE AVENGERS.**

**AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES
WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE
BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND!
STAN LEE PRESENTS AN AVENGERS SPOTLIGHT ON WARBIRD!**

IN THE HEART OF BATTLE

**THE WORLD IS AT WAR. EVEN NOW, THE
TROOPS OF KANG THE CONQUEROR
SWEEP THROUGH EUROPE, FORCING
ITS DEFENDERS RELENTLESSLY BACK.**

**WARBIRD WAS SENT NORTH, WITH A
SPECIALLY PICKED SQUAD OF AVENGERS,
TO WREST TECHNOLOGY AWAY FROM
ANOTHER MEGALOMANIAC, THE SELF-
STYLED MASTER OF THE WORLD --**

**-- TECHNOLOGY THAT COULD PROTECT
THE WORLD, POSSIBLY EVEN ROUT KANG
AND HIS ARMIES. BUT THE MASTER BLEW
UP A SECTION OF HIS HEADQUARTERS
TO STOP THE AVENGERS. WARBIRD WAS
CAUGHT IN THE BLAST.**

**AND NOW SHE DREAMS FITFUL
DREAMS, IN THE ICY COLD.**

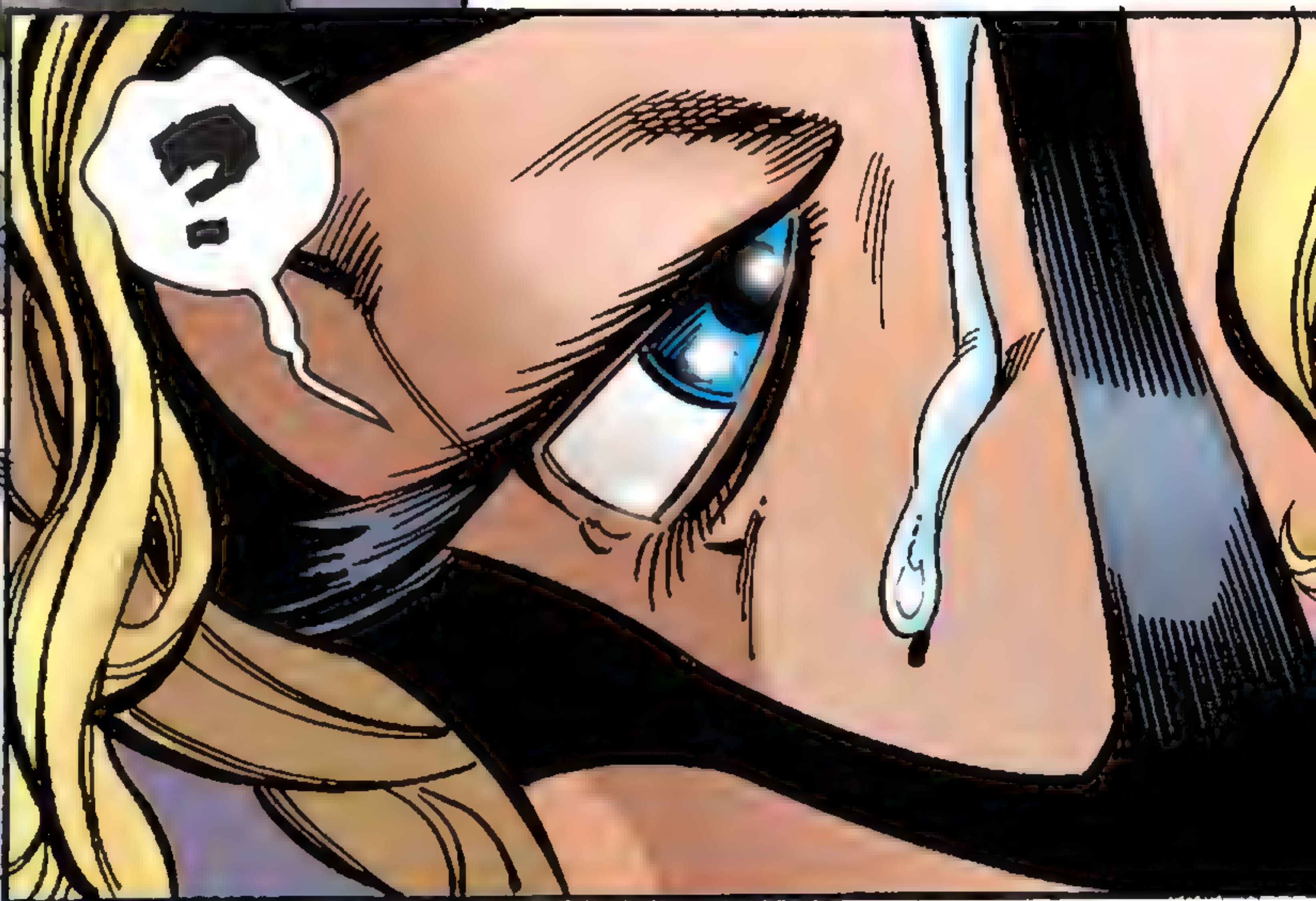
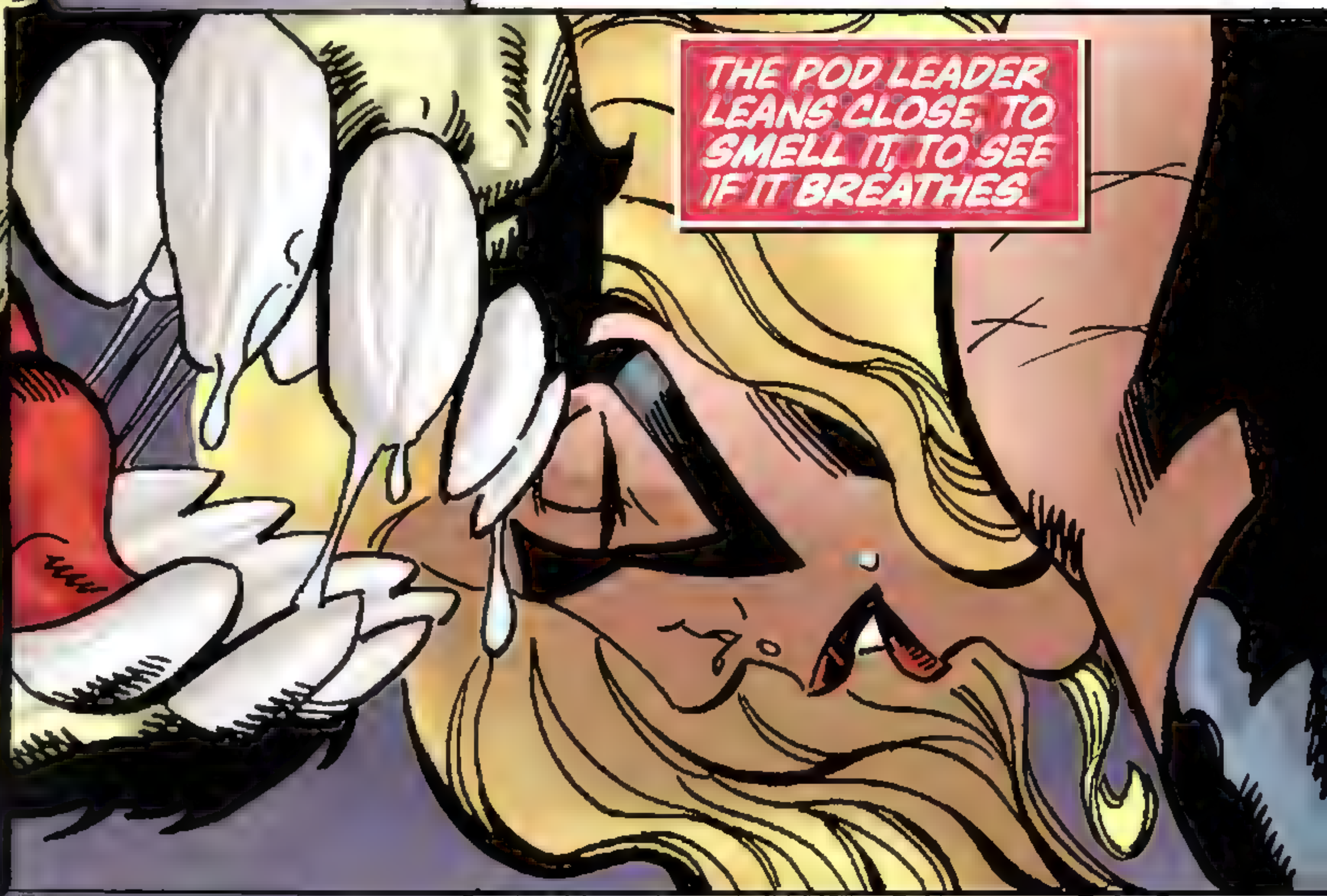
**KURT BUSIEK WRITER MANUEL GARCIA & BOB LAYTON RESERVE ARTISTS
TOM SMITH COLORS RICHARD STARKINGS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
SUMERAK & YOUNGQUIST ASSISTANT EDITORS TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT**

THE PLODEX WOLVES
APPROACH CAUTIOUSLY.

THIS IS ONE OF THE SOFT ONES. THE
ONES THEIR MASTER ORDERED THEM
TO CHASE, TO FIGHT, TO REND. BUT
THIS ONE DOES NOT FIGHT, AND DOES
NOT RUN.

IS IT DEAD?

THE POD LEADER
LEANS CLOSE, TO
SMELL IT, TO SEE
IF IT BREATHES.



AAAHH!

GET
BACK -- GET
AWAY!

MY BLASTS --
NOWHERE NEAR
AS STRONG AS
THEY SHOULD
BE! WHY...?

AND COLD,
SO COLD...

OH, GOD --
HOW LONG WAS
I OUT? MY BODY'S
BEEN DRAWING ON MY
STORED ENERGY --
USING IT TO KEEP ME
FROM FREEZING TO DEATH.

I'M ALMOST
DRAINED --
ALMOST
POWERLESS!





I'M IN
NO SHAPE TO
FIGHT THE MASTER'S
ALIEN SEA-WOLVES -- NOT
NOW, NOT LIKE THIS.
I WOULDN'T LAST **TEN
SECONDS.**

GOT
TO GET
AWAY --

URH?

-- FIND SOMEWHERE
SAFE -- SOMEPLACE
DEFENSIBLE!



THERE
SHE GO.
THERE!

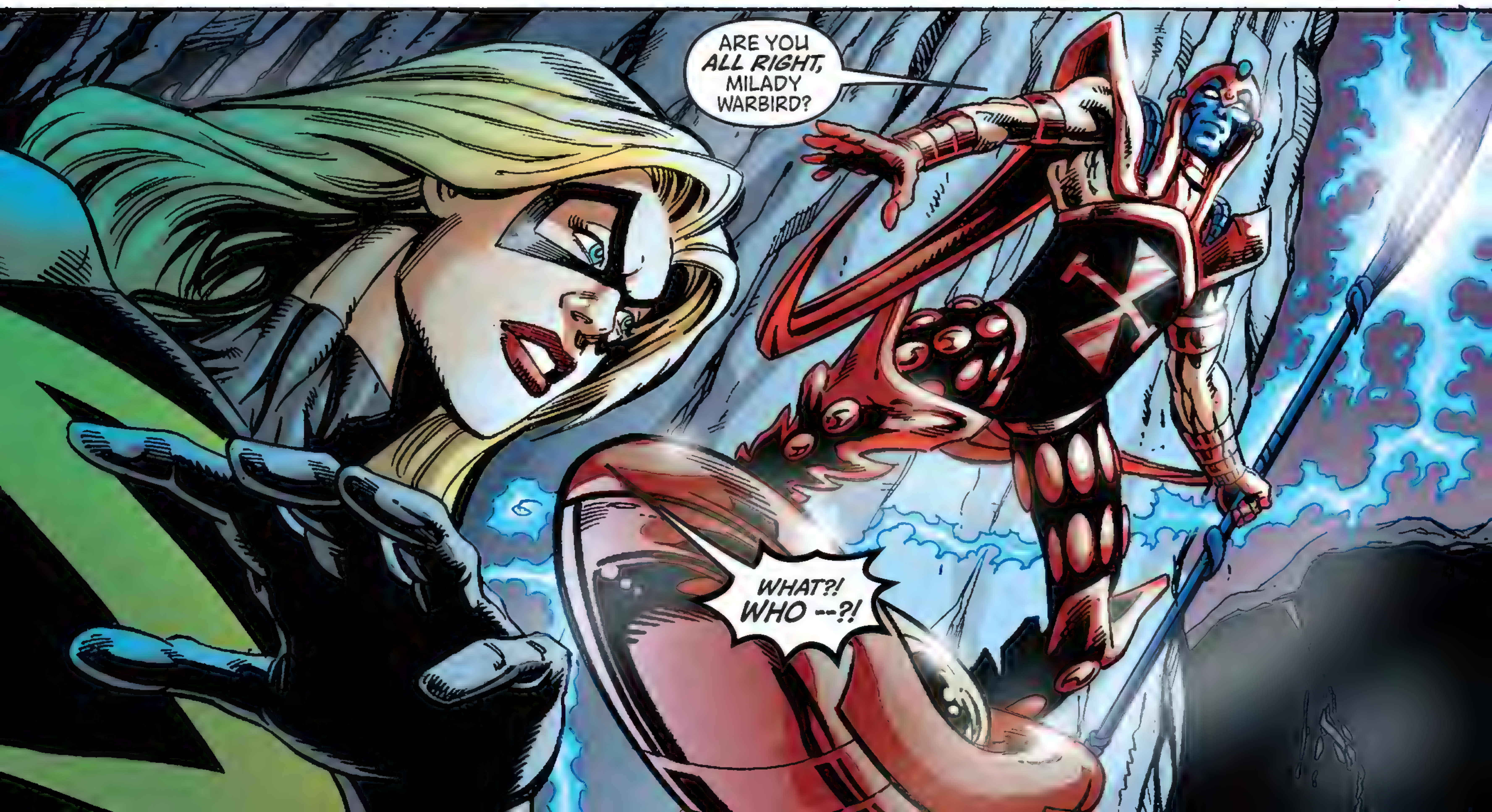
WE
GET. WE
GET!

THIS'LL **DO** --
BUT NOT FOR
LONG.

BACK WHEN I **CHANNELED** THE
POWER OF A **WHITE-HOLE STAR**,
THIS'D HAVE BEEN NO PROBLEM --
I **NEVER** RAN OUT OF ENERGY.
BUT NOW...

...I MAY
WELL **DIE** HERE.
I NEED SOMETHING--
SOME KIND OF
POWER SOURCE
TO CHARGE UP
FROM --

-- AND
THERE'S
NOTHING
IN --



ARE YOU
ALL RIGHT,
MILADY
WARBIRD?

WHAT?!
WHO --?!

"IT'S HIM", HER MIND SCREAMS.
"HIM!"

NO --
NO --

THE SCARLET CENTURION, HE CALLS HIMSELF. BUT SHE'S HEARD HIS VOICE -- SEEN HIS EYES!

HE SAYS HE'S KANG'S SON -- AND KANG AND IMMORTUS, THEY'RE THE SAME MAN, IN ALL THAT MATTERS. THAT MAKES HIM MARCUS!

MARCUS!

EH --?!

HER MIND GOES WHITE.

STOP!

YOU WON'T FIND ME SUCH EASY PREY THIS TIME, MONSTER!

I KNOW WHO YOU ARE -- WHAT YOU ARE --

-- AND BY HALA, YOU WON'T GET AWAY THIS TIME!

MILADY, WHAT --?!

EVEN IF HE'D BEEN READY FOR HER ATTACK, HE WOULDN'T HAVE STOOD A CHANCE. SHE'S OPERATING ON PURE REFLEX --

-- DRAWING ON GENETICALLY-PROGRAMMED COMBAT SKILLS.

HER FIRST BLOW SHATTERS HIS HELMET.

HER SECOND CRACKS HIS CHESTPLATE.

KRAK
WRAK

KUDDWHDD

AND THEN SHE'S ON HIM, JUST BATTERING -- BATTERING --



-- UNTIL --

ENOUGH!

THOUGH I MUST *COMMEND* YOUR EFFICIENCY. YOU NOT ONLY DESTROYED MY *AERO-SKIFF* -- BUT MY INTERNAL *COMMUNICATIONS GEAR* AS WELL.

IT WILL BE *SOME TIME* BEFORE MY ARMOR'S SELF-REPAIRING CIRCUITS ALLOW ME TO CONTACT *DAMOCLES BASE* --
-- ARRANGE FOR *RETRIEVAL*.

YEAH, AND I'M ALL *BROKEN UP* ABOUT IT.

PEACE!
I DID NOT COME HERE TO *ATTACK* -- DID NOT COME HERE TO *FIGHT*!



YOU SAID YOU WEREN'T HERE TO *ATTACK*. WHAT DID YOU COME HERE FOR, THEN? IN CASE IT SLIPPED YOUR MIND, WE'RE *ENEMIES*.

I *KNOW*.
BUT I CANNOT *HELP* IT. YOUR STRENGTH, YOUR BEAUTY, YOUR *MAGNIFICENT INNER FIRE* --



-- I HAVE BEEN HOPELESSLY *ENCHANTED* SINCE FIRST I LAID *EYES* ON YOU, AT YOUR UNITED NATIONS PLAZA.

I HAVE *OBSERVED* YOU -- YOUR SUBSEQUENT BATTLES -- FROM *DAMOCLES BASE*. AND WHEN I SAW YOU IN SUCH *DIRE STRAITS* --

-- I SIMPLY COULD NOT LEAVE YOU TO *DIE*.

I HAD TO COME AND OFFER MY *ASSISTANCE*.



WHAT... *KIND* OF ASSISTANCE?

WHATEVER IS WITHIN MY POWER TO *GIVE*.

YOU *ABSORB* ENERGY TO FUEL YOUR *SUPERHUMAN ABILITIES*, DO YOU NOT?

HERE, GRASP MY *HALBERD* -- AND REPLENISH YOUR POWER-STORES.

POWER UP -- FROM THAT? OKAY...



...BUT DON'T MAKE ANY SUDDEN...

HE SMILES -- KINDLY, GENTLY --



— AND —

NO --!

EH?



OH, I'LL JUST *BET* YOU'D LIKE ME TO *GRASP* YOUR *HALBERD*, PAL. WHAT *IS* IT -- THE *MIND-CONTROL* TECHNOLOGY'S IN THERE --

-- SO YOU CAN TAKE ME *OVER* AGAIN, LIKE YOU DID *BEFORE*...?

I... I DO NOT UNDERSTAND...



SURE YOU DON'T... *MARCUS!*

MILADY, I *ASSURE* YOU -- I MEAN YOU *NO HARM*. I AM NOT HERE TO FORCE YOU INTO ANYTHING *UNWELCOME*.

STILL, IF YOU WILL NOT ALLOW ME TO *LOAN* YOU MY POWER, I TRUST THAT I WILL AT LEAST BE *ALLOWED* -- -- TO PROVIDE *WARMTH*.

FROMM

SOMETIME
LATER...

THEY HUDDLE
AROUND THE FIRE
IN SILENCE, UNTIL...

I HAVE
ACCESSED MY FATHER'S
INTELLIGENCE FILES ON
YOU, MILADY, AND I BELIEVE I
KNOW THE "MARCUS" OF
WHOM YOU SPEAK.

BUT
THOUGH MY
NAME, TOO,
IS MARCUS,
I ASSURE
YOU --

-- I AM
NOT THAT
MAN.

I AM THE
SON OF KANG, NOT
OF IMMORTUS. BORN
IN A DIFFERENT PLACE,
AT A DIFFERENT TIME,
OF A DIFFERENT
MOTHER.

WITH A
DIFFERENT
PAST, A DIFFERENT
UPBRINGING.

MY FATHER AND
IMMORTUS ARE TEMPORAL
DOUBLES, OF A SORT -- IS IT
SO HARD TO BELIEVE THAT THEIR
GENETICS WOULD PRODUCE
SIMILAR-LOOKING
SONS?

OR THAT THERE
WOULD BE SOMETHING IN
THEIR SHARED PAST THAT
WOULD LEAD THEM BOTH
TO NAME THOSE SONS
MARCUS?

"YOU ARE WARY --
SUSPICIOUS. I
ACKNOWLEDGE
THAT. BUT UNLIKE
THAT OTHER
MARCUS -- I
KNOW THE VALUE
OF HONOR.

"IT WAS MY
FATHER WHO
TAUGHT IT
TO ME."

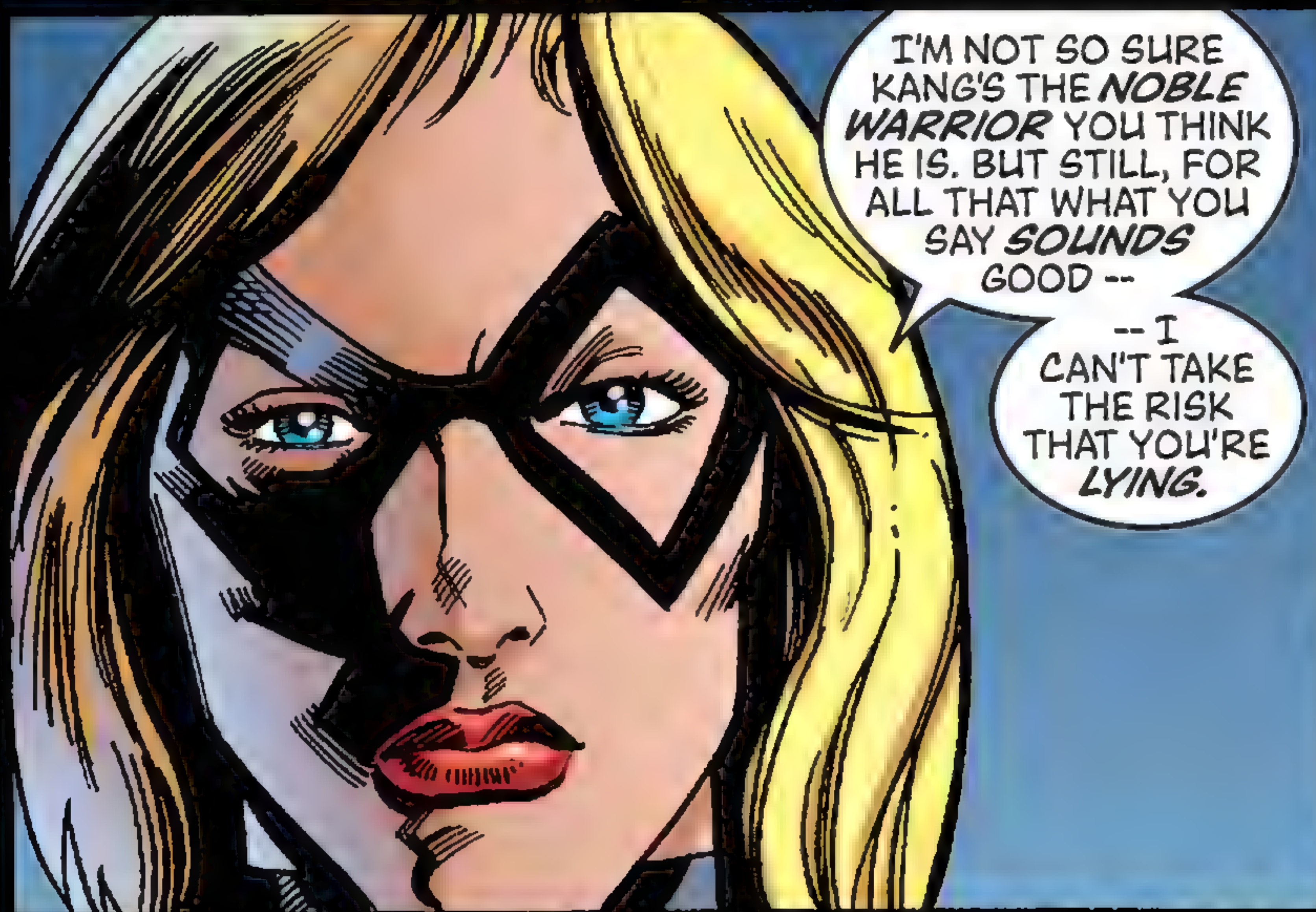
YOU MUST BE
BOLD, MY SON -- BOLD
AND INDEPENDENT, AS I
HAVE BEEN. YOU MUST THINK
FOR YOURSELF, MAKE
YOUR CHOICES AND
SEIZE THEM --

-- BUT DO
SO AS A MAN, WITH
A MAN'S UNSULLIED
HONOR. A BATTLE
HONESTLY LOST IS NO
DISGRACE --

-- BUT
A BATTLE
WON THROUGH
TREACHERY IS A
STAIN THAT CAN
NEVER BE
CLEANSED.

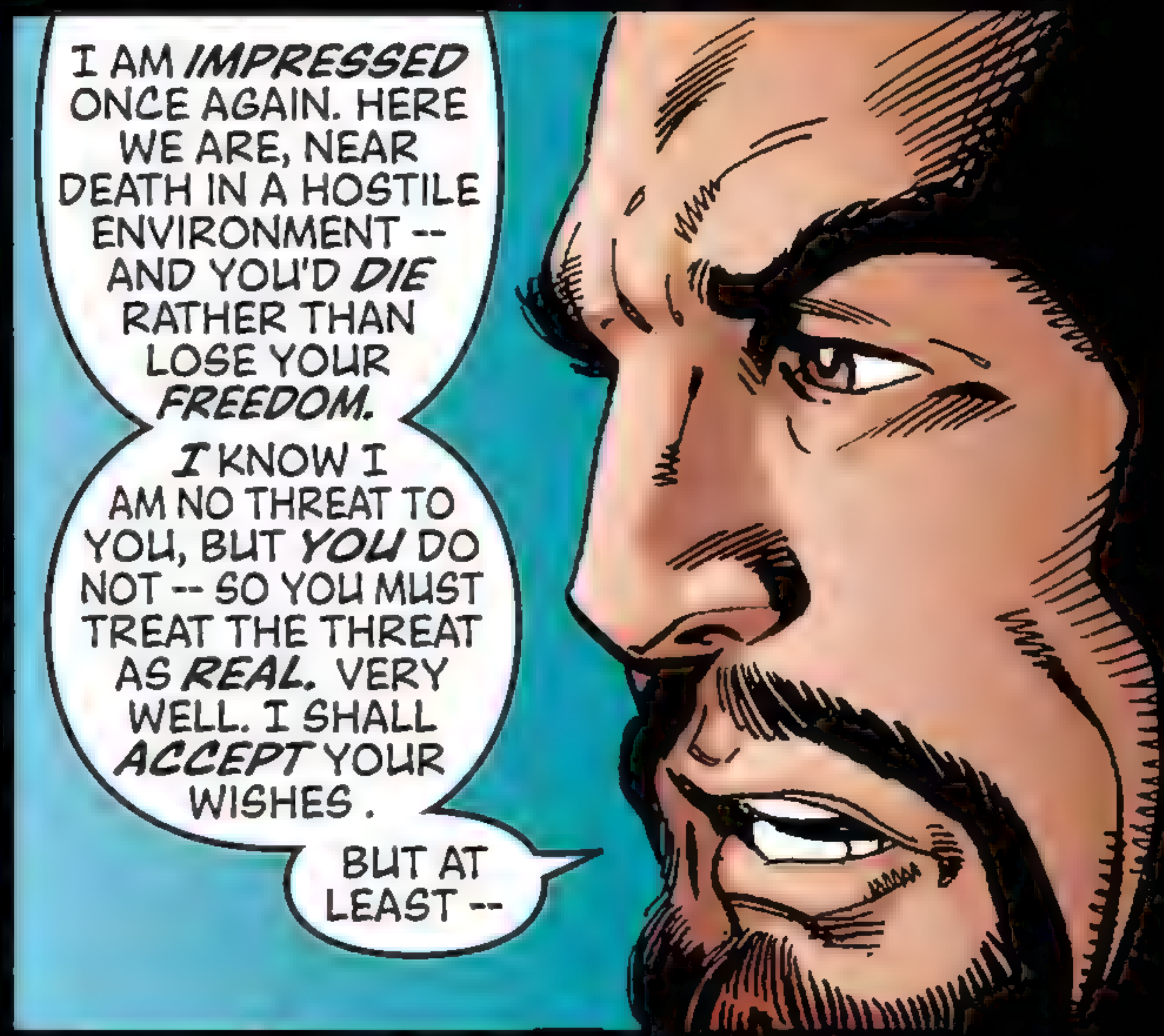
"I LEARNED TO BE A WARRIOR --
AND LEARNED THE WARRIOR'S
WAY. I WILL FIGHT FOR WHAT I
WANT, YES -- BUT OPENLY,
HONESTLY.

"OR I DO NOT
DESERVE
TO WIN IT."



I'M NOT SO SURE KANG'S THE **NOBLE WARRIOR** YOU THINK HE IS. BUT STILL, FOR ALL THAT WHAT YOU SAY **SOUNDS GOOD** --

-- I CAN'T TAKE THE RISK THAT YOU'RE **LYING**.

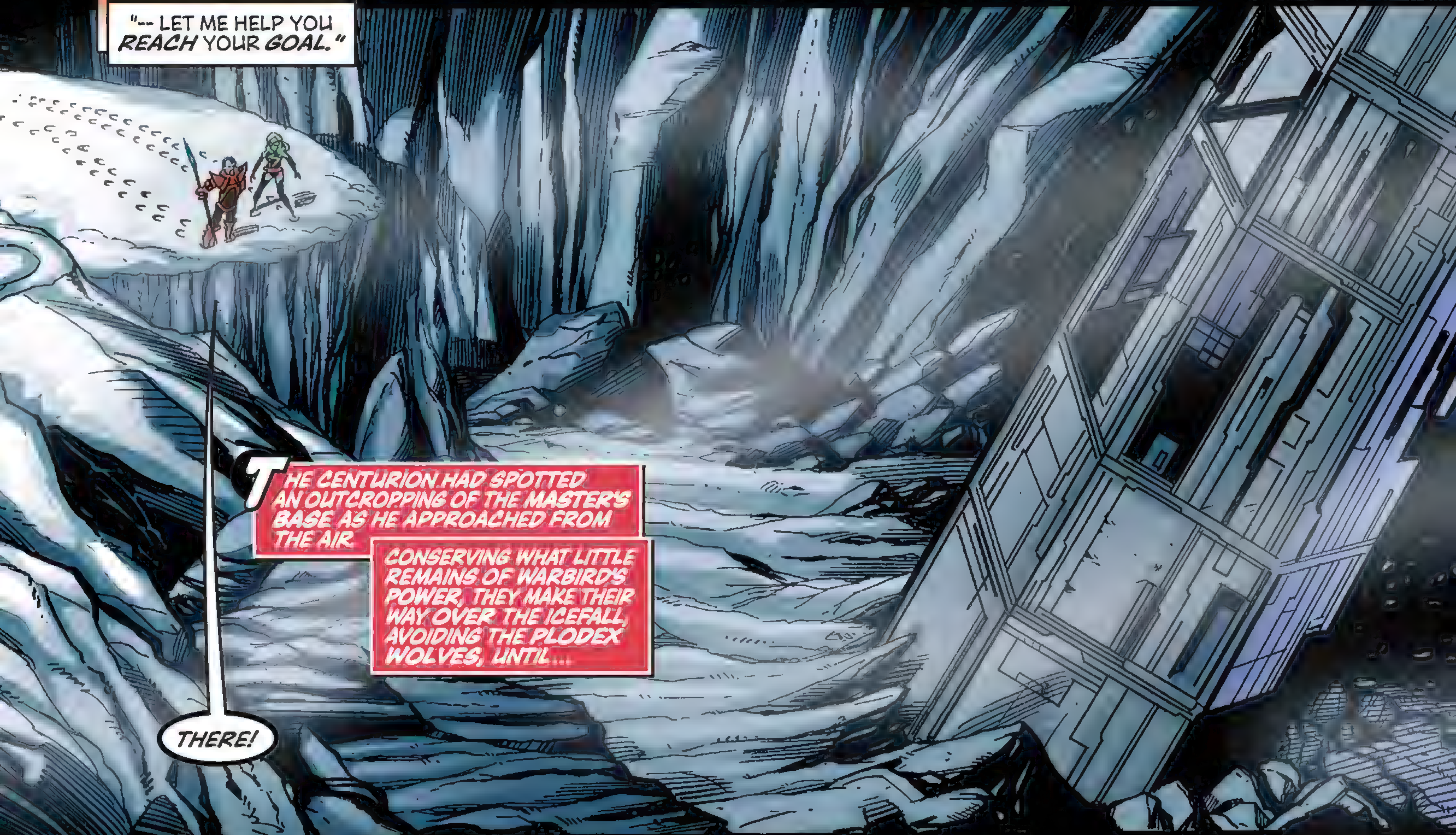


I AM **IMPRESSED** ONCE AGAIN. HERE WE ARE, NEAR DEATH IN A HOSTILE ENVIRONMENT -- AND YOU'D **DIE** RATHER THAN LOSE YOUR **FREEDOM**.

I KNOW I AM NO THREAT TO YOU, BUT **YOU DO NOT** -- SO YOU MUST TREAT THE THREAT AS **REAL**. VERY WELL. I SHALL **ACCEPT** YOUR WISHES.

BUT AT LEAST --

"-- LET ME HELP YOU **REACH YOUR GOAL**."



THE CENTURION HAD SPOTTED AN OUTCROPPING OF THE MASTER'S BASE AS HE APPROACHED FROM THE AIR.

CONSERVING WHAT LITTLE REMAINS OF WARBIRD'S POWER, THEY MAKE THEIR WAY OVER THE ICEFALL, AVOIDING THE PLODEX WOLVES, UNTIL...

THERE!



AND I SENSE A **HOLLOW SPACE** BELOW US, COMING CLOSEST TO THE SURFACE --

-- **HERE!**

FRAK AMM



NOT **BAD**. NOT BAD AT ALL.

WITH ANY LUCK, HE'S NOT **SCANNING** FOR US, SO HE WON'T KNOW WE'RE **HERE** --

-- BUT THERE'S **BOUND** TO BE A POWER SOURCE I CAN USE TO --



-- WHOA!

IT LOOKS --
LIKE A *GENETIC
ENGINEERING
LABORATORY* OF
SOME SORT.

THESE
CREATURES --
THEY RESEMBLE
THOSE YOU CALLED
THE *SEA-WOLVES*,
BUT THEY'RE ALL
DIFFERENT --

-- AS IF
INTENDED FOR *OTHER*
ENVIRONMENTS.



RIGHT ON
THE *MONEY*,
I'D SAY.

ALPHA FLIGHT'S
FILES ON THE MASTER
SAID HE *WANTED* TO
CREATE CREATURES LIKE
THIS -- BUT DIDN'T HAVE THE
GENETIC RAW MATERIAL
HE NEEDED.

HE
WAS AFTER
ONE OF THEM --
MARRINA --
BUT I HEARD
SHE *DIED*.



I WONDER HOW
HE *MANAGED* IT?
HERE -- LET'S
TAKE A LOOK
AROUND.

*BUT AS THE
DOOR BEFORE
THEM SLIDES
NOISELESSLY
OPEN --*



*HALT
WHERE YOU ARE,
INTRUDERS!*

UH-
OH --



-- LOOKS LIKE WE DIDN'T GET
IN *UNNOTICED*...

*AND BEHIND HER, THE DOOR
SLIDES SHUT ONCE MORE...*

*SURRENDER,
INTRUDERS...OR THE
MASTER DECREES...*

...YOU
DIE!



QUICKLY, WARBIRD -- YOU MUST **POWER** YOURSELF UP! IT'S YOUR ONLY CHANCE FOR **SURVIVAL** AGAINST THEM!

DO IT!

NO! I -- I CAN'T --!



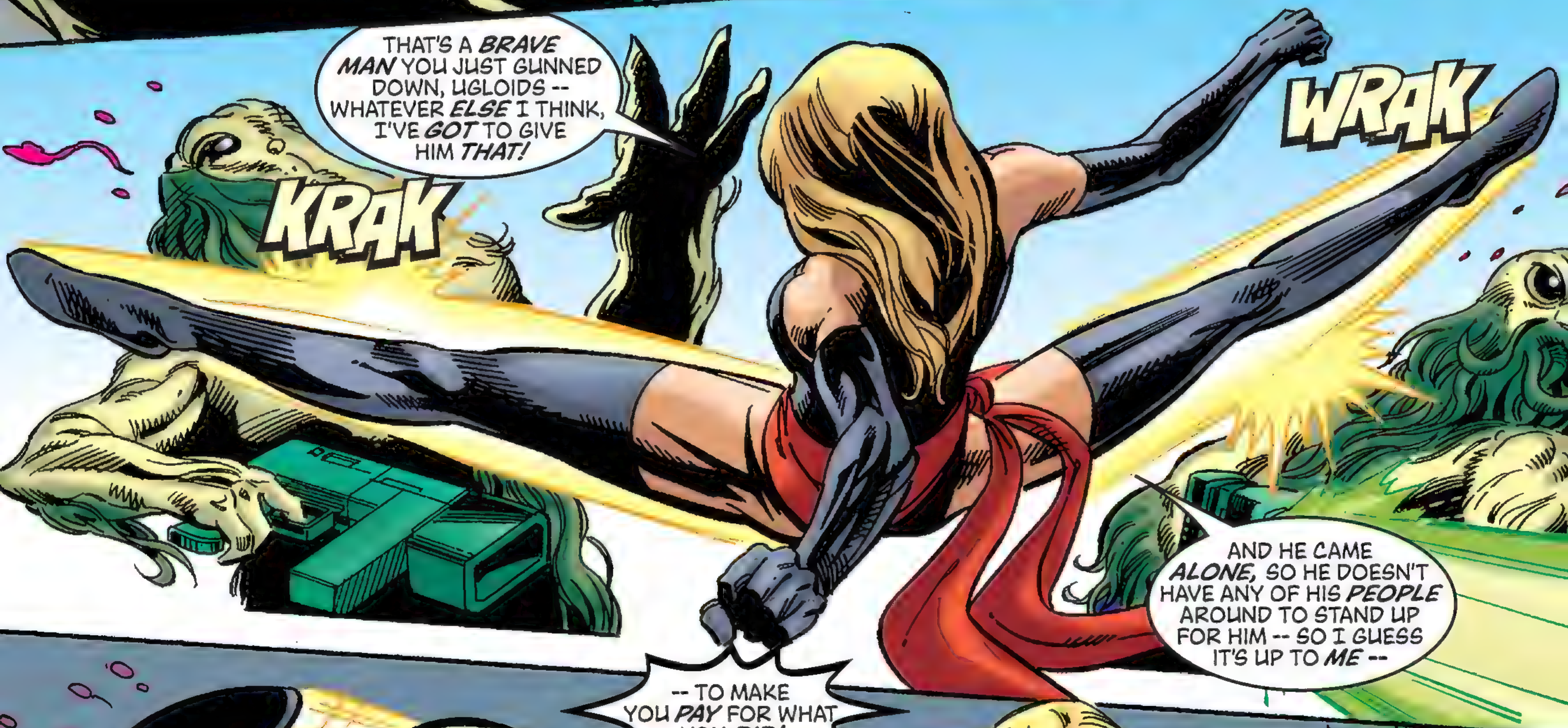
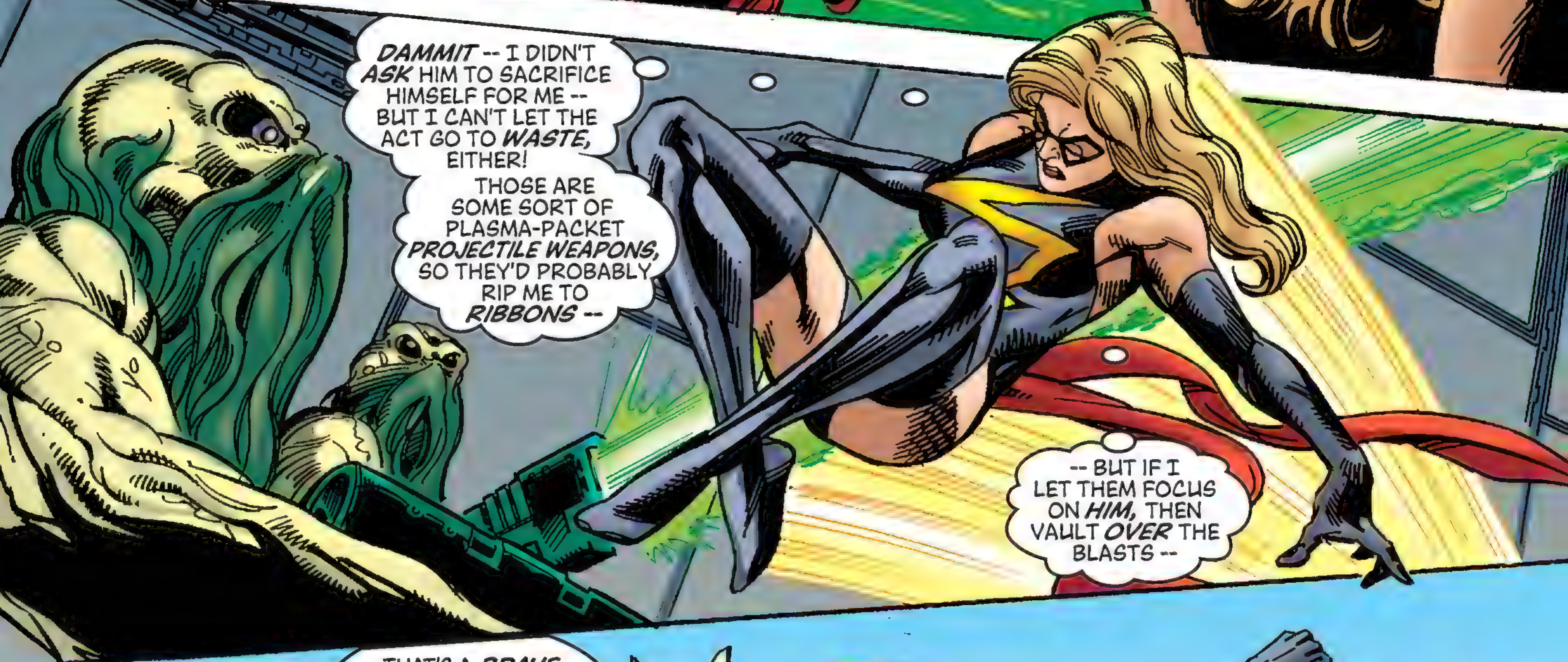
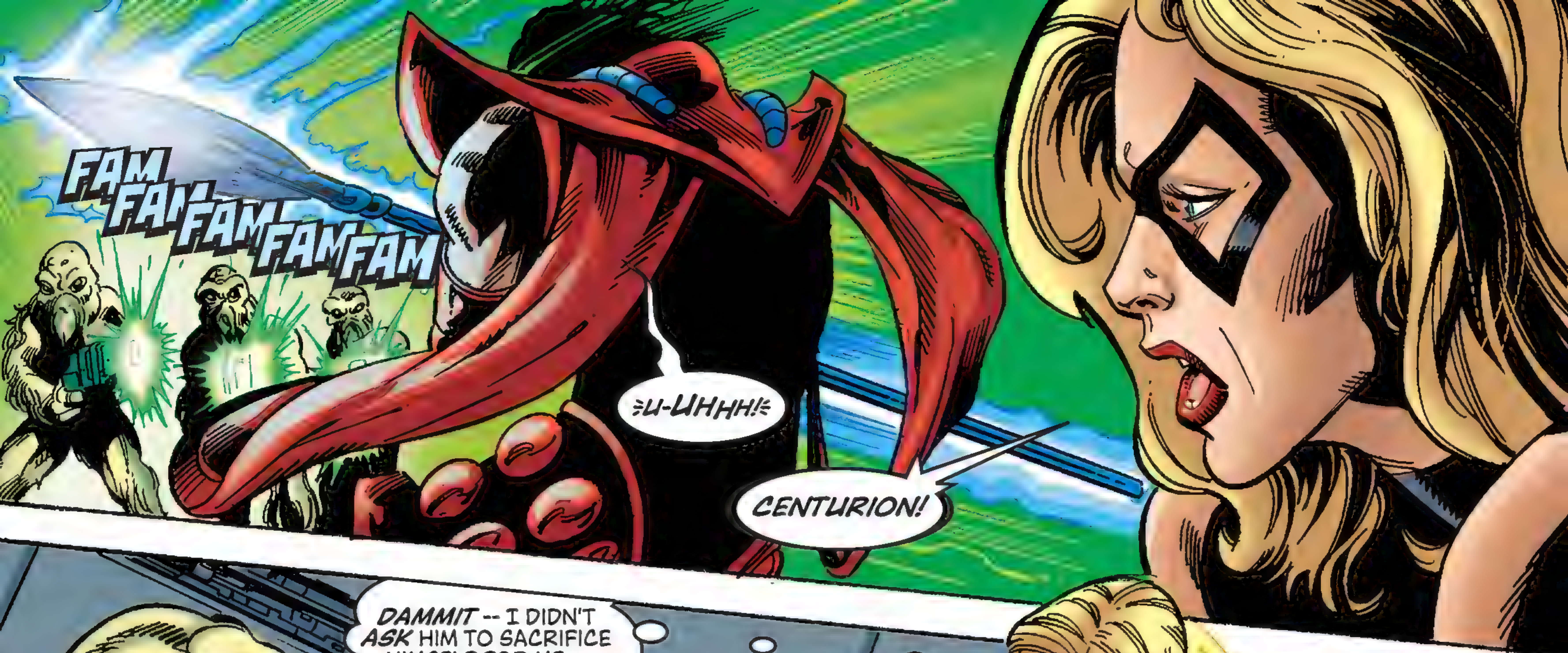
YOU NOT **SURRENDER**, INTRUDERS! SO STANDING ORDERS APPLY! FIRE!

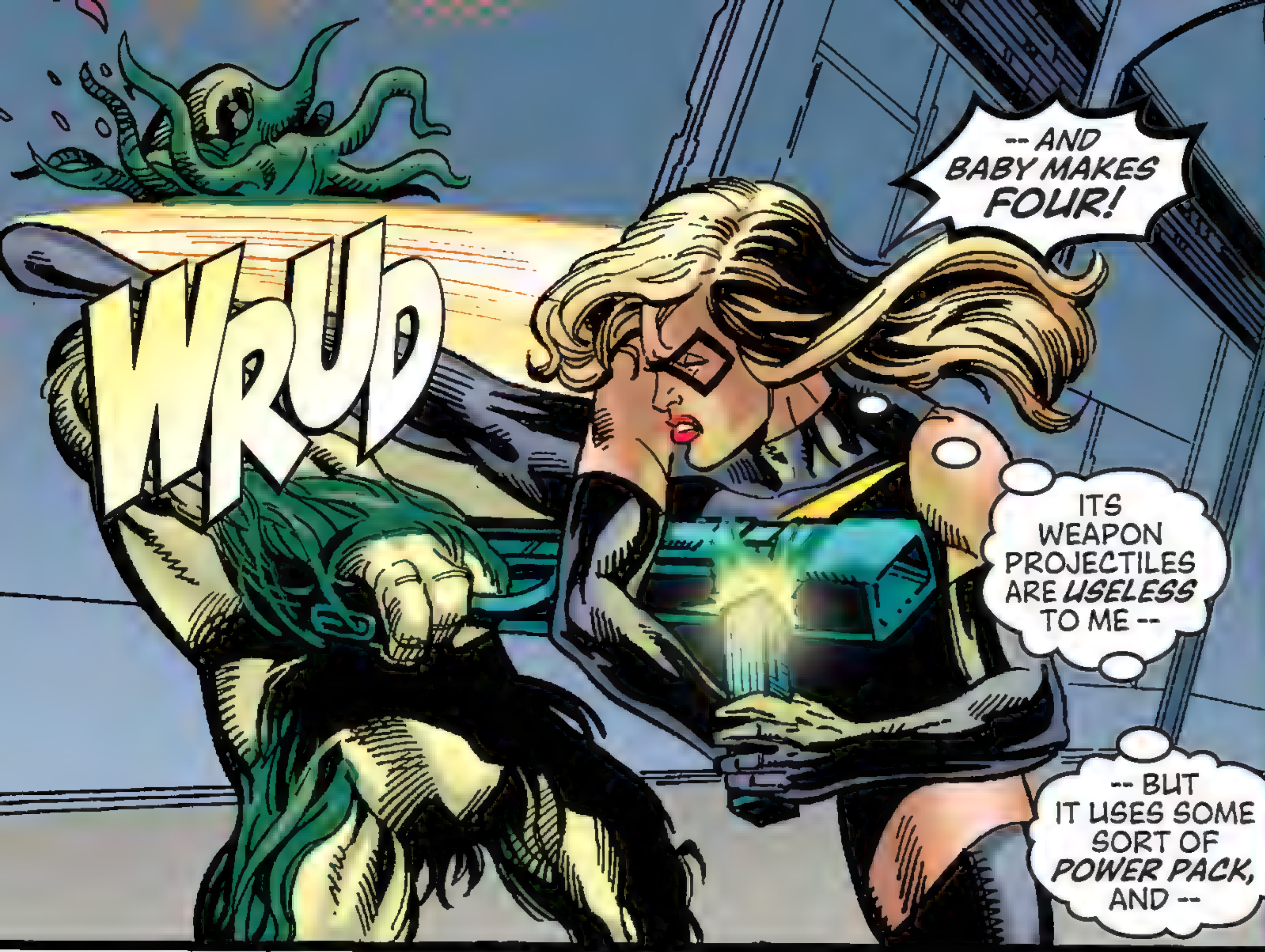


BLAST IT! IF YOU WON'T PROTECT YOURSELF --

-- I WILL!

CENTURION, DON'T --!

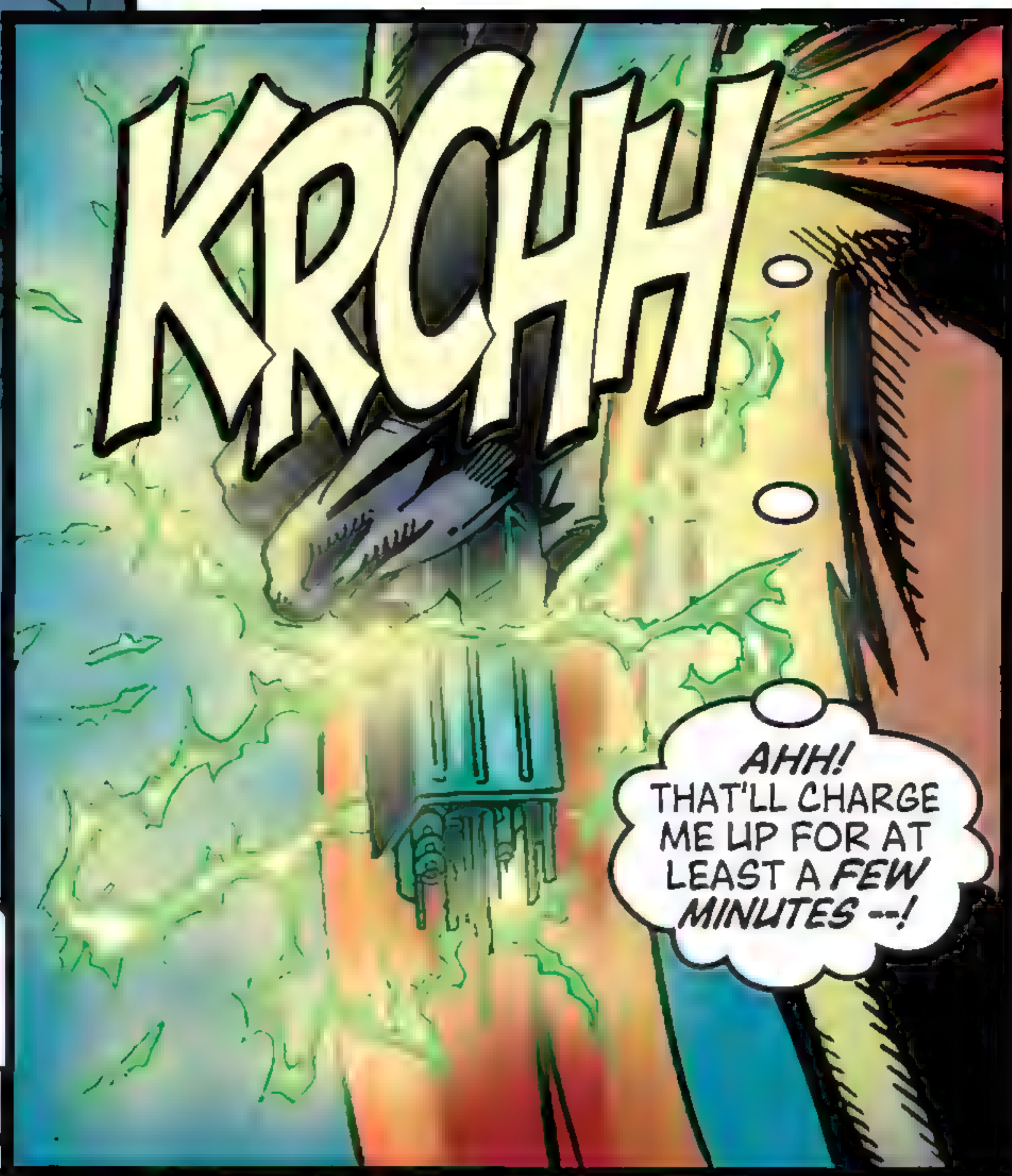




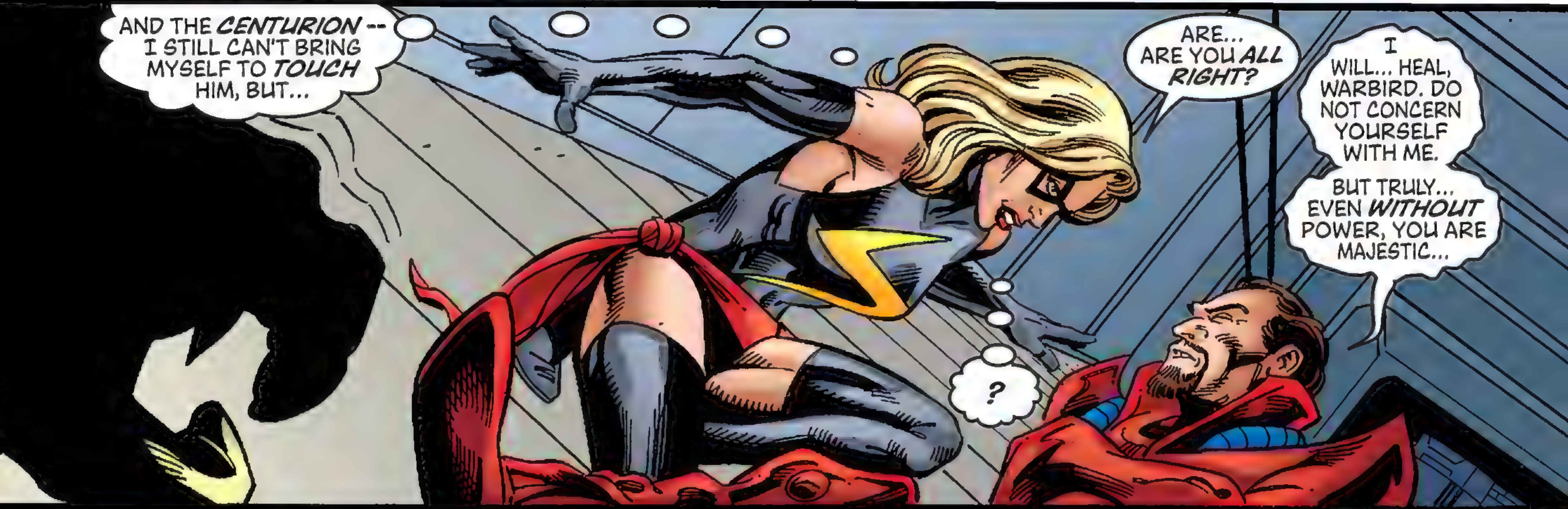
-- AND
BABY MAKES
FOUR!

ITS
WEAPON
PROJECTILES
ARE *USELESS*
TO ME --

-- BUT
IT USES SOME
SORT OF
POWER PACK,
AND --



AHH!
THAT'LL CHARGE
ME UP FOR AT
LEAST A FEW
MINUTES --!



AND THE *CENTURION* --
I STILL CAN'T BRING
MYSELF TO *TOUCH*
HIM, BUT...

ARE...
ARE YOU ALL
RIGHT?

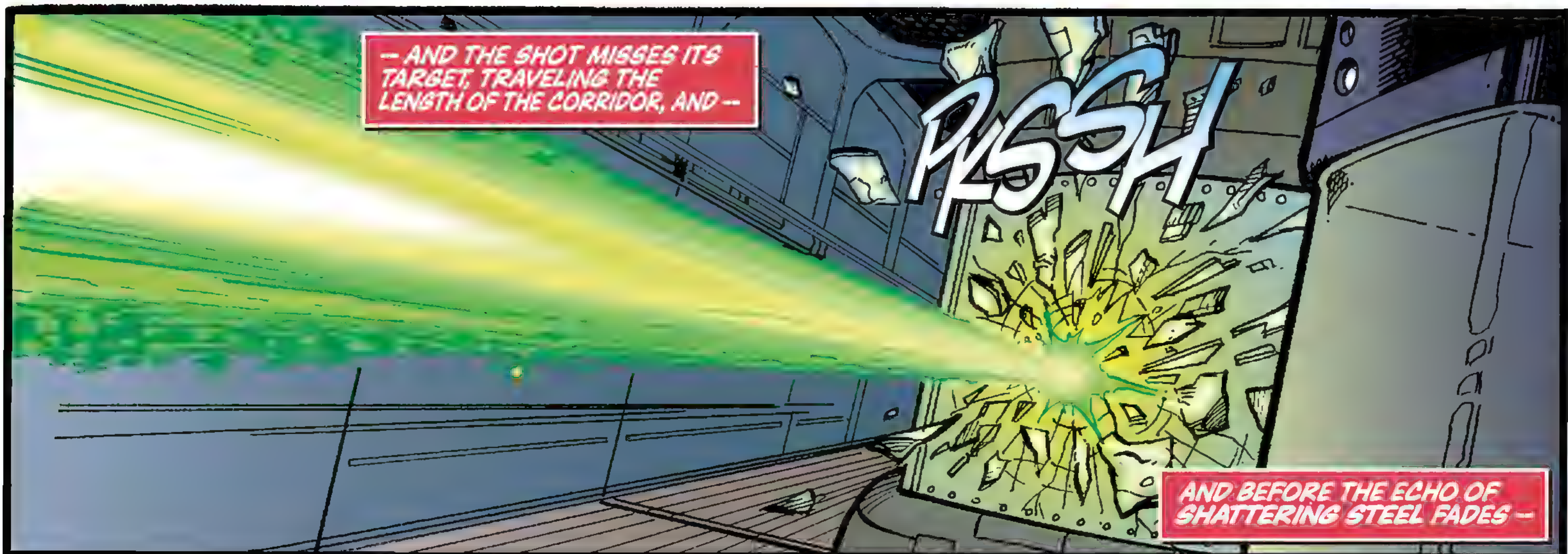
I
WILL... HEAL,
WARBIRD. DO
NOT CONCERN
YOURSELF
WITH ME.

BUT TRULY...
EVEN *WITHOUT*
POWER, YOU ARE
MAJESTIC...



WHOA!
ONE OF 'EM'S
STILL AWAKE!
MOVE IT, BIG
GUY!

**SHE REACTS
WITHOUT
THINKING**



-- AND THE SHOT MISSES ITS
TARGET, TRAVELING THE
LENGTH OF THE CORRIDOR, AND --

PSSH

AND BEFORE THE ECHO OF
SHATTERING STEEL FADES --

-- CHAOS ERUPTS!

THERE IS WIND, VACUUM —
AND AN AGONIZING SCREAM
OF PAIN AND RAGE, IN BOTH
THEIR EARS AND MINDS —

— AND HE FINDS HIMSELF TUMBLING
INEXORABLY TOWARD THE SHATTERED
BULKHEAD, CAUGHT IN A WIND THAT
IS AS MUCH PSIONIC AS PHYSICAL.

HE ONLY GLIMPSES THE
HORROR BEFORE HIM, IN
THE SHIFTING SHADOWS —

— BUT THE DANK,
FETID SMELL —

— AND THE OVERWHELMING WAVE
OF HUNGER, BLOODLUST AND
BLIND UNREASONING RAGE FILLS
HIS MIND — ALMOST DROWNS HIM.

HE TRIES TO BREAK FREE OF THE WIND,
TO TWIST AWAY, REACH THE BULKHEAD
WALL — BUT IN THE END, ALL HE CAN DO IS —

WHUHH!

CENTURION!
HOLD ON!

BUT INJURED,
HE CAN'T —



HIS SHOULDER FEELS
DISLOCATED. AND HE
CAN FEEL THE TOUCH
OF THE THING --

-- MAKING THE RED
RAGE SWELL ALL
AROUND HIM --

-- AND HE KNOWS HE'S
GOT TO HANG ON --
TO HAUL HIMSELF OUT --

-- BUT --

HE --
HE'S VISIBLY
WEAKENING. HE
CAN'T LAST MUCH
LONGER.
HE NEEDS
HELP. BUT
I'D HAVE
TO -- HAVE
TO --

SHE SEES HIS FACE.
HE WON'T CALL FOR
HELP. HE KNOWS
WHAT SHE'S THINKING,
AND HE WON'T ASK
THAT OF HER.

BUT SHE CAN
SEE HIM HOPE...

OH,
BLAST
IT!
HANG ON,
MARCUS! JUST A
FEW SECONDS
LONGER!

HANG
ON --

-- I'M
HERE.

AND THE HALBERD -- SHE
GETS A GOOD GRIP ON IT.
AND THROUGH HER LEATHER
GLOVES, IT FEELS --

-- IT JUST FEELS LIKE
PLAIN METAL --



NNN-NH!

JUST A...
LITTLE
MORE...

TH-THANK
YOU.

AND THANK
YOU... FOR CALLING
ME BY NAME...
CAROL.

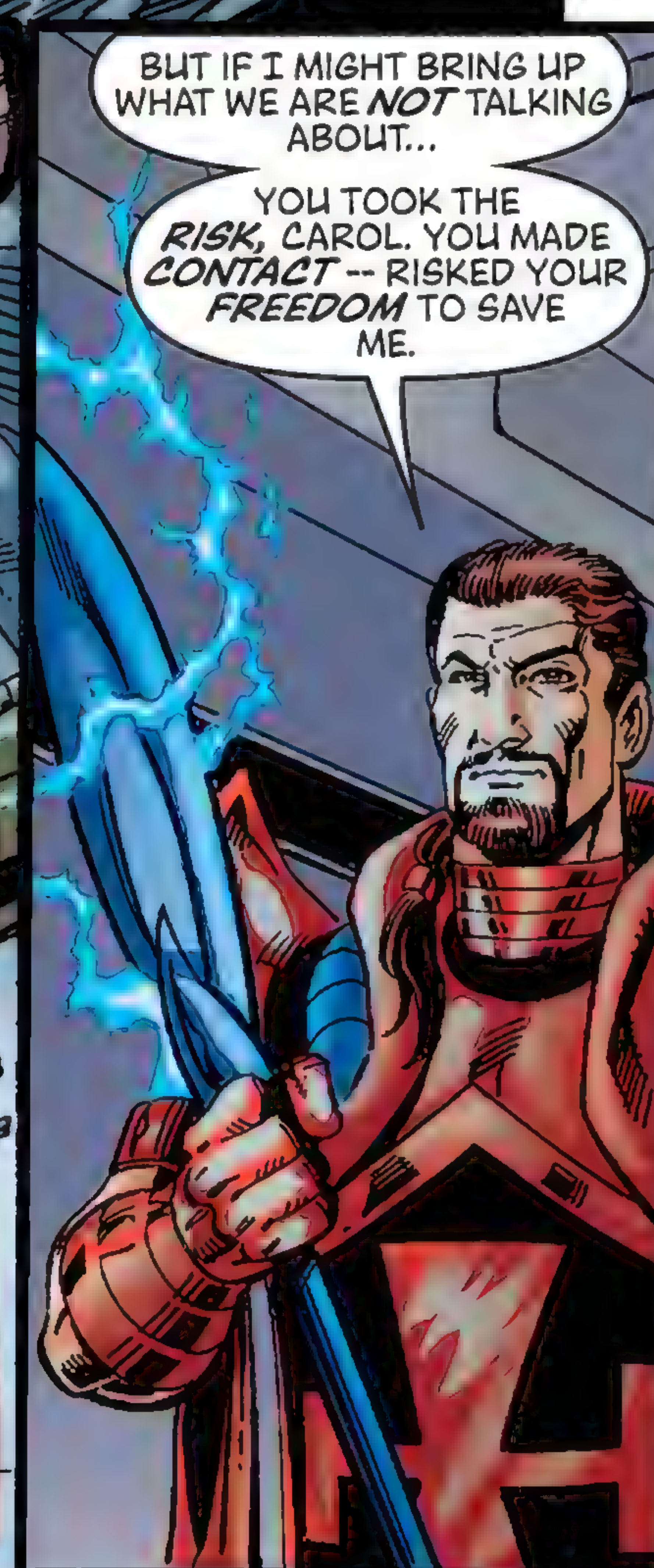
SHORTLY.
THE BULKHEAD IS COMPLETELY SEALED. THEY CAN BARELY HEAR THE ANGRY HOWLS BEYOND IT.



THERE WAS...
THERE WAS
SOMETHING LIKE
THAT IN THE ALPHA
FLIGHT FILES, TOO.
IT WAS SUPPOSED
TO BE DEAD,
TOO...

...BUT I'M
BETTING THAT'S
THE GENETIC PAPPY
OF ALL THE
MASTER'S PLODEX
PETS.

PERHAPS.



BUT IF I MIGHT BRING UP
WHAT WE ARE NOT TALKING
ABOUT...

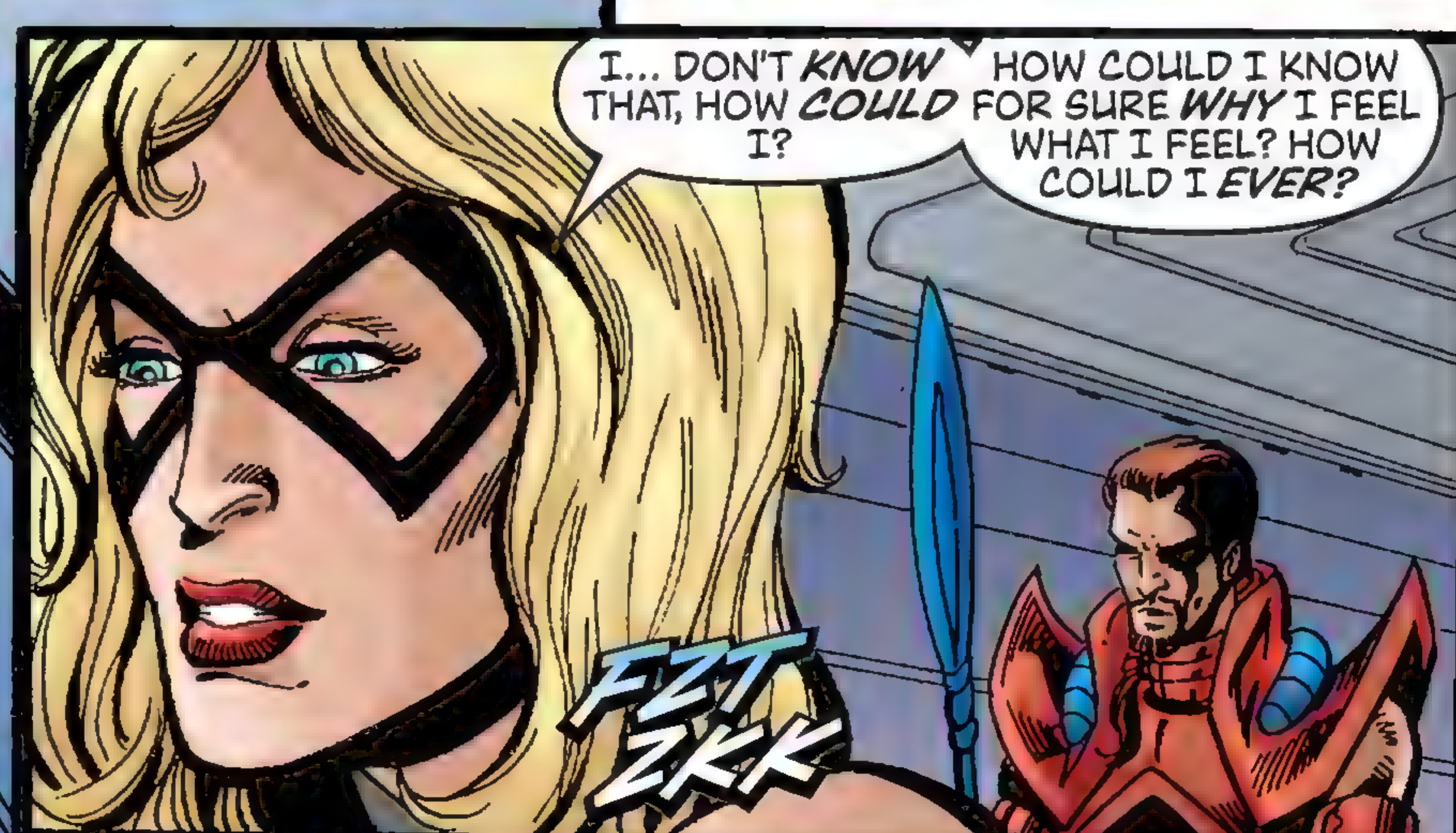
YOU TOOK THE
RISK, CAROL. YOU MADE
CONTACT -- RISKED YOUR
FREEDOM TO SAVE
ME.



AND I DID NOT
ATTACK.

DID NOT USE
HIDDEN TECHNOLOGY
TO CONTROL YOUR MIND --
OR CAST ILLUSIONS
THAT YOU LOVE ME.

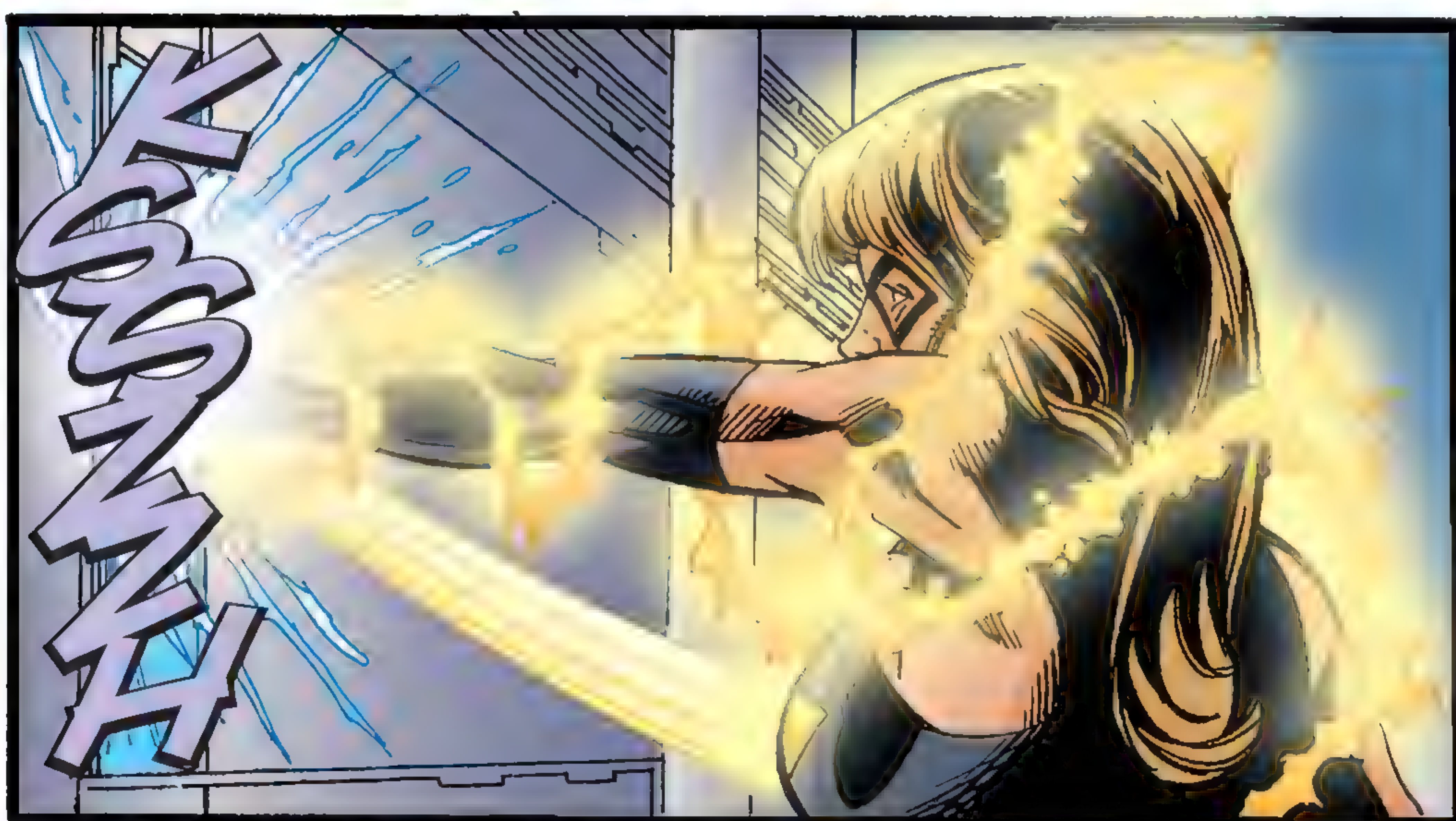
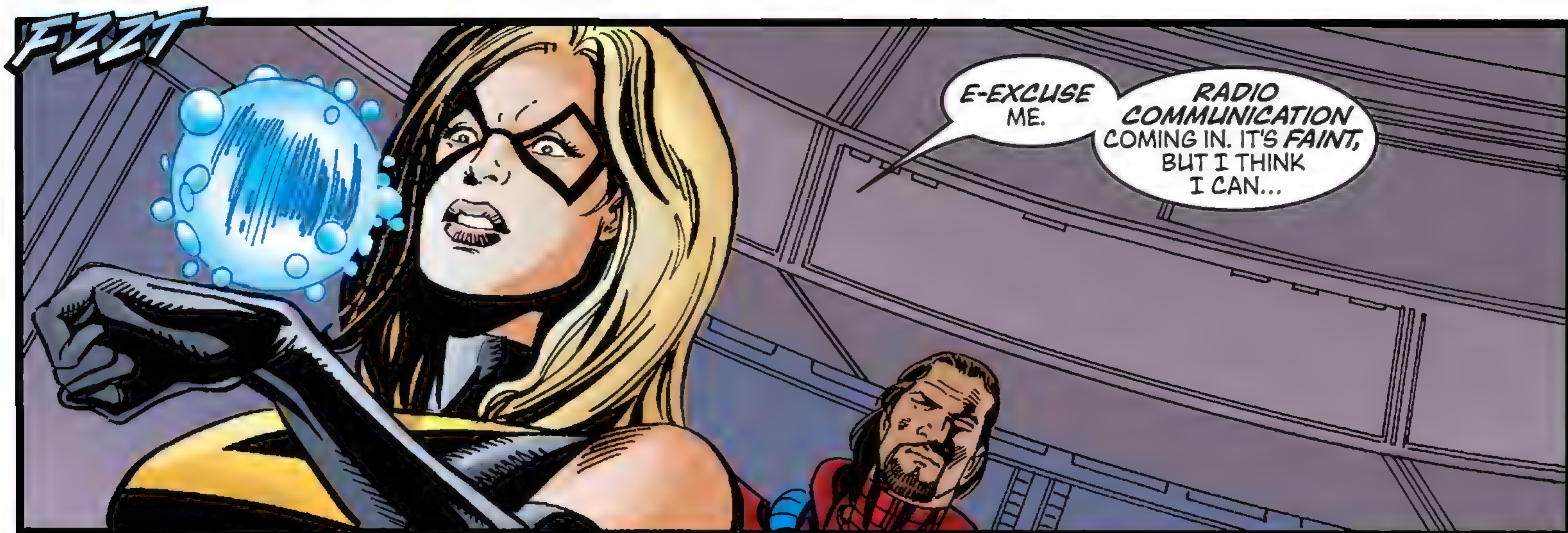
YES?



I... DON'T KNOW
THAT, HOW COULD
I?

HOW COULD I KNOW
FOR SURE WHY I FEEL
WHAT I FEEL? HOW
COULD I EVER?

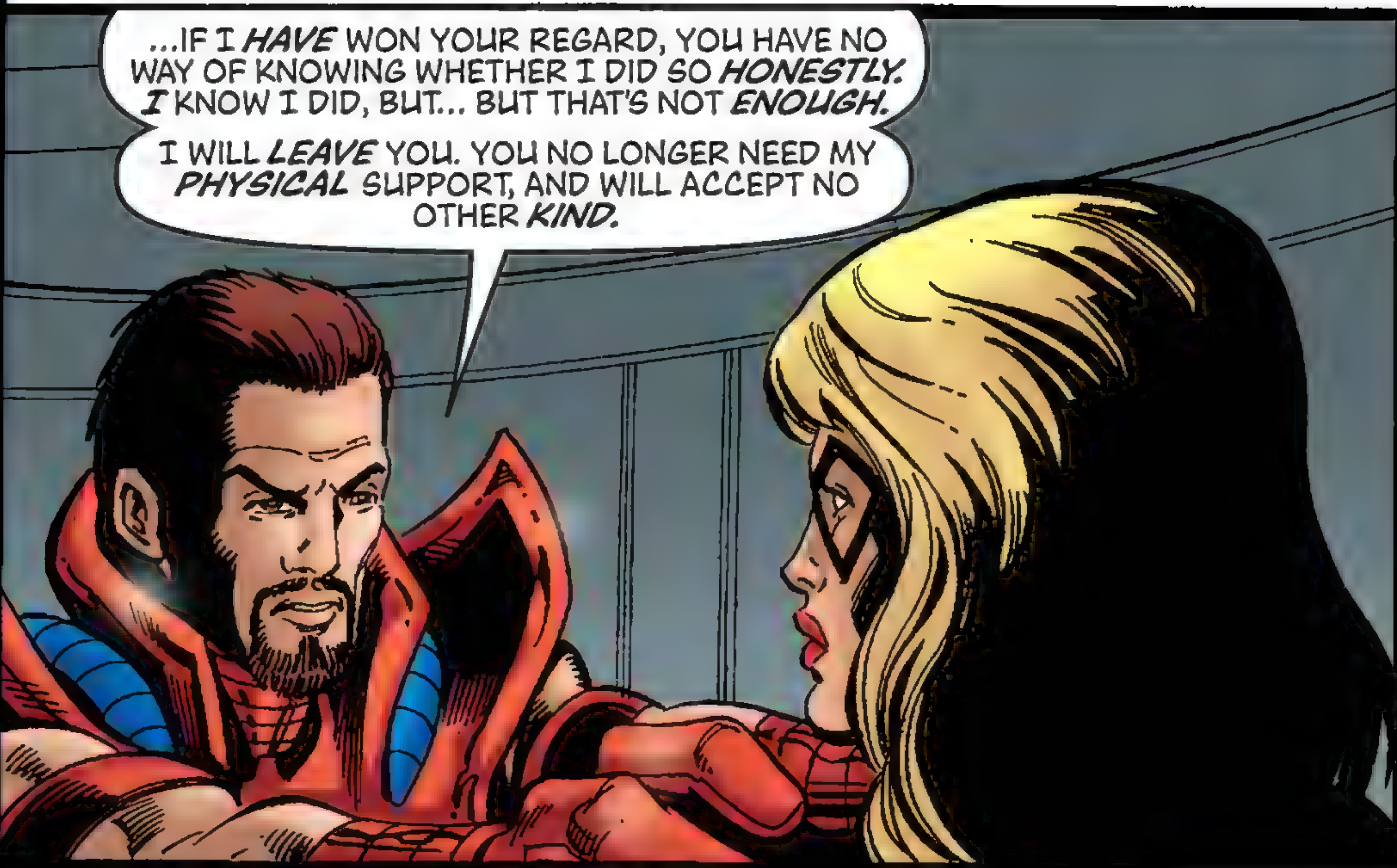
FZT
ZKK





WARBIRD.
CAROL.

I... DID NOT
FULLY UNDERSTAND THE
DEPTH OF WHAT YOU'VE BEEN
THROUGH. IF I HAVE WON
YOUR REGARD TODAY...



...IF I HAVE WON YOUR REGARD, YOU HAVE NO
WAY OF KNOWING WHETHER I DID SO HONESTLY.
I KNOW I DID, BUT... BUT THAT'S NOT ENOUGH.

I WILL LEAVE YOU. YOU NO LONGER NEED MY
PHYSICAL SUPPORT, AND WILL ACCEPT NO
OTHER KIND.



BUT IF I CAN THINK
OF A WAY TO PROVE
MYSELF -- SHORT OF
BETRAYING MY
FATHER -- I WILL
DO IT.

AND
SHOULD YOU
NEED ME...

...ALL YOU
NEED DO IS
CALL.

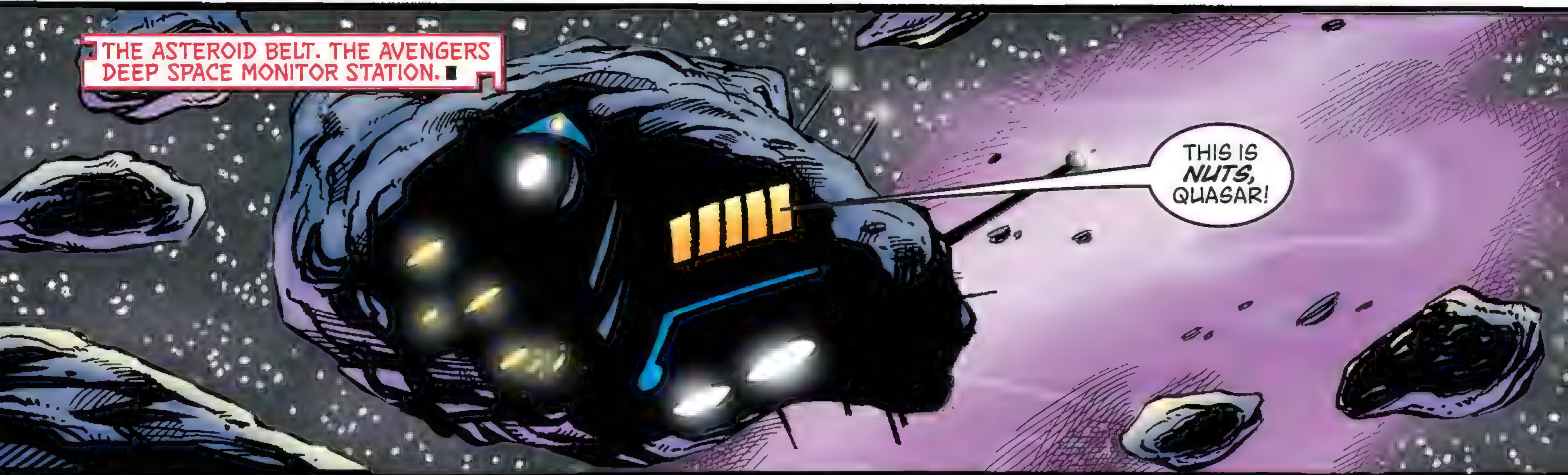


SHE WATCHES HIM UNTIL HE
VANISHES INTO THE CLOUDS.

SHE TELLS HERSELF SHE DOESN'T
HAVE THE POWER TO SUBDUCE HIM --
TAKE HIM PRISONER.

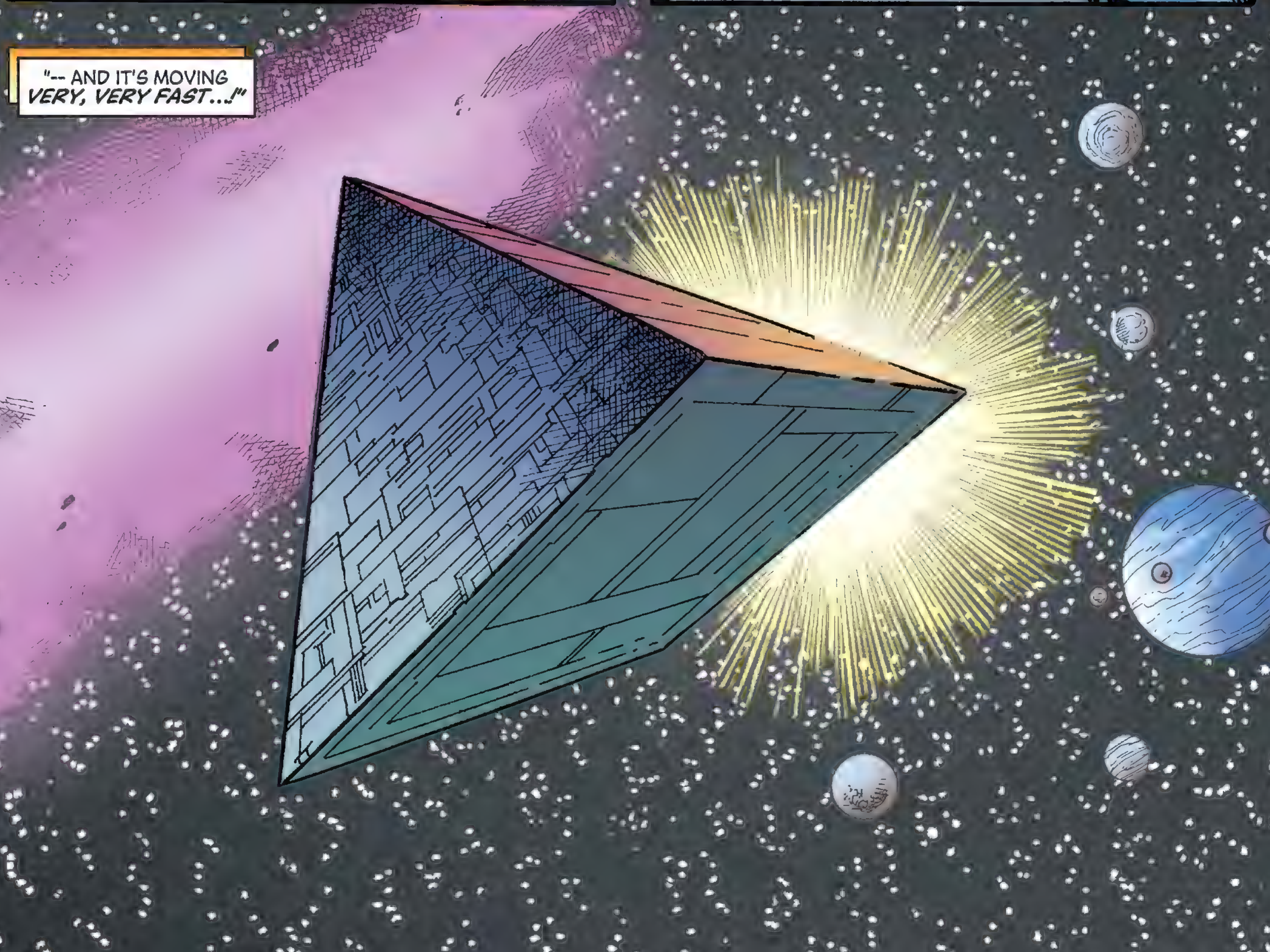
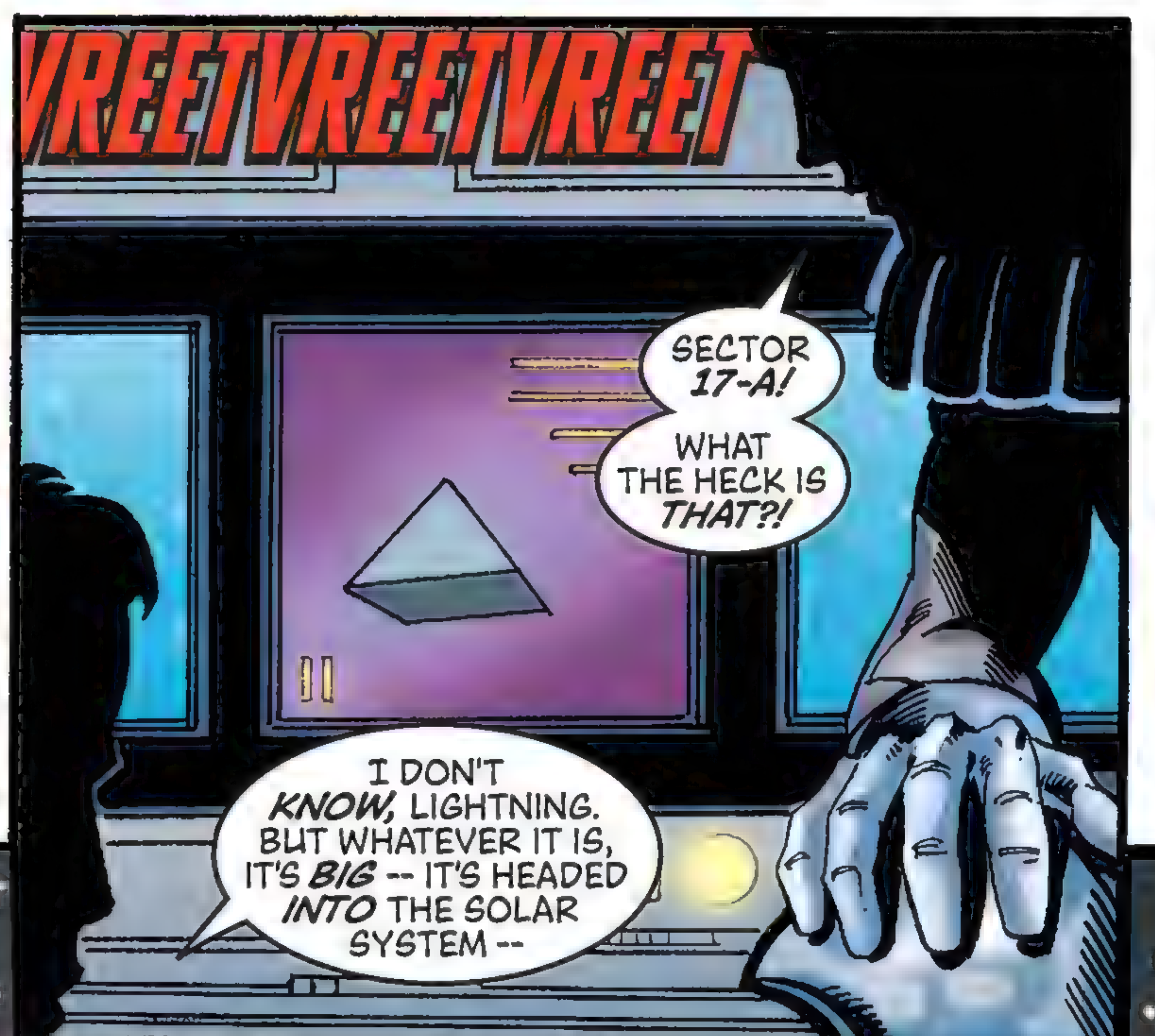
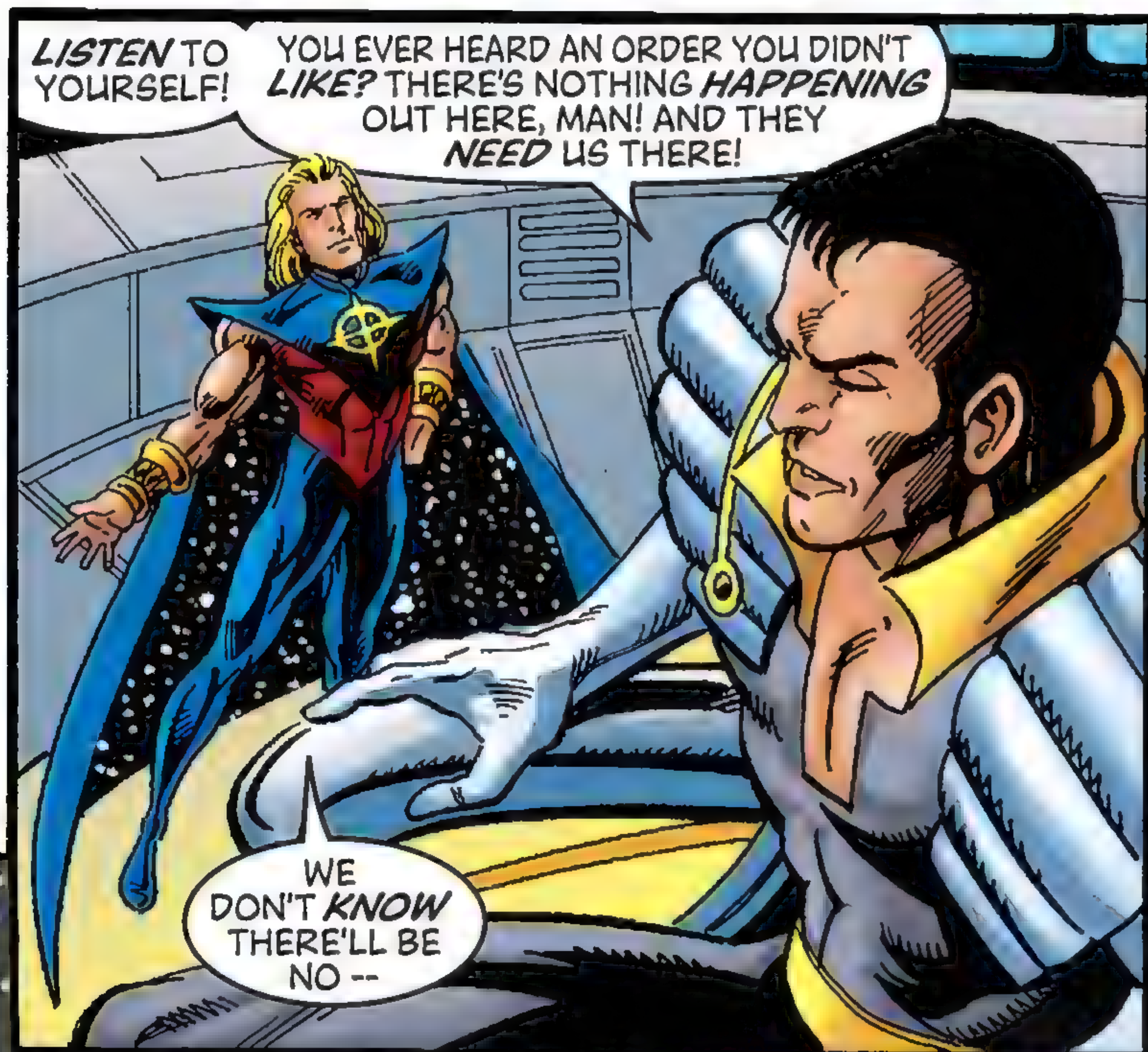
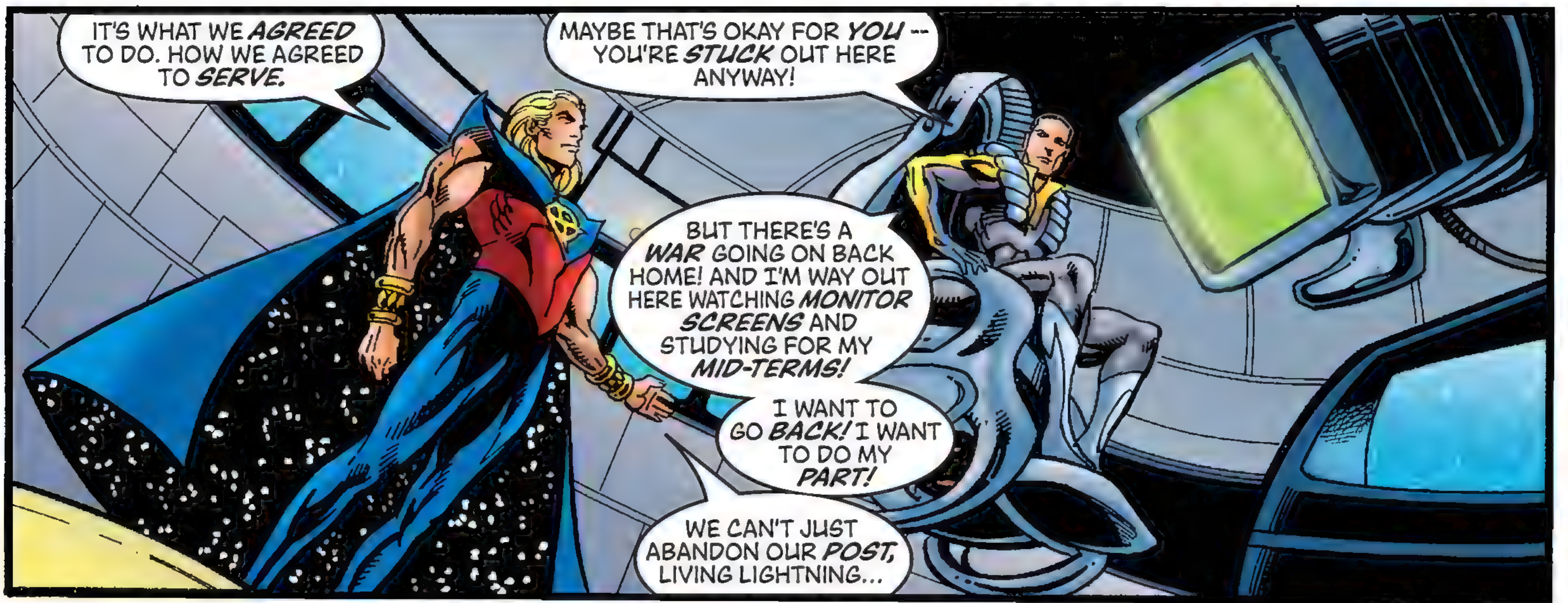
SHE TELLS HERSELF HE CAME
IN TRUCE, AND SHOULD BE
ABLE TO LEAVE THE SAME WAY.

SHE TELLS HERSELF. AND SHE
WONDERS IF SHE BELIEVES IT...



THE ASTEROID BELT. THE AVENGERS
DEEP SPACE MONITOR STATION. ■

THIS IS
NUTS,
QUASAR!



THE ASTEROID BELT.

IT APPEARED AT THE FRINGES OF THE SOLAR SYSTEM, WITHOUT WARNING OR FANFARE. HOW LONG OR HOW FAR IT HAS TRAVELED IS UTTERLY UNKNOWN.

IT GLIDES SOLEMNLY AND MAJESTICALLY THROUGH SPACE, DWARFING ASTEROIDS EVEN HUNDREDS OF MILES THICK --

-- NEITHER SLOWING NOR SHIFTING IN ITS PASSAGE TO ACKNOWLEDGE THEIR EXISTENCE.

NOT ALL THAT IT PASSES RETURNS THE FAVOR, HOWEVER --

-- AS, ON THE AVENGERS DEEP SPACE MONITOR STATION --

YOU GETTING ALL THIS, QUASAR?

VOLUME, MASS -- **STRUCTURAL SCAN** INDICATES IT MAY NOT BE **SOLID** ALL THE WAY THROUGH -- AND THE **ENERGY** IT CONTAINS --

-- IT PACKS MORE POWER THAN THE **SUN**...!

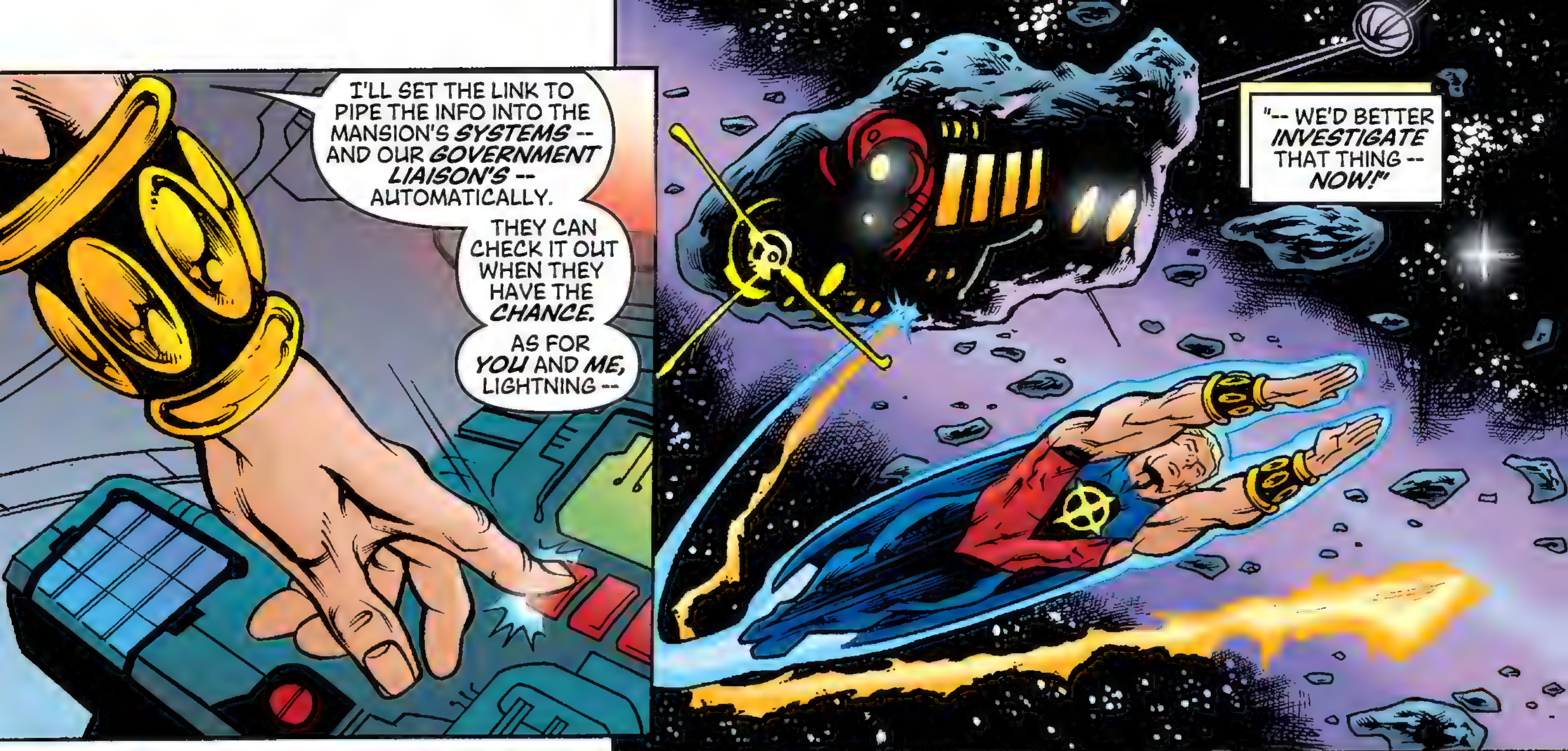
GOT IT, LIVING LIGHTNING.

AND I'M TRANSMITTING THE DATA TO **EARTH** AND THE **MANSION** VIA OUR QUANTUM LINK N --

-- **UH-OH.**

A-PRIORITY AVENGERS OPERATION IN PROGRESS
INTERRUPT ONLY IN CASE OF EMERGENCY ALERT

GREAT. SHOULD'VE FIGURED.



I'LL SET THE LINK TO PIPE THE INFO INTO THE MANSION'S *SYSTEMS* -- AND OUR *GOVERNMENT LIAISON'S* -- AUTOMATICALLY.

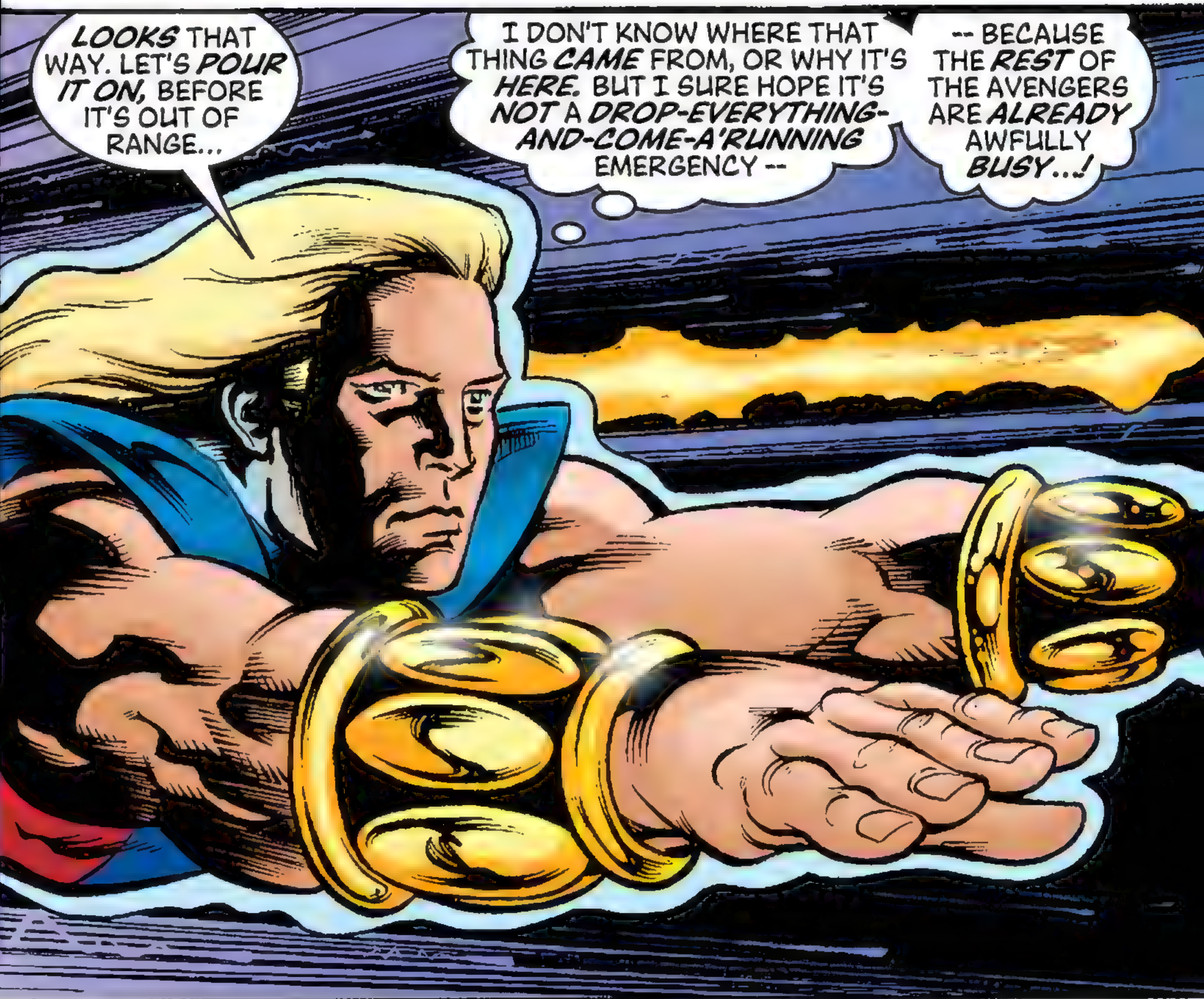
THEY CAN CHECK IT OUT WHEN THEY HAVE THE *CHANCE*.

AS FOR *YOU AND ME, LIGHTNING* --

"-- WE'D BETTER *INVESTIGATE* THAT THING -- *NOW!*"



QUAZE!
IS IT --
SPEEDING
UP?!



LOOKS THAT WAY. LET'S *POUR* IT ON, BEFORE IT'S OUT OF RANGE...

I DON'T KNOW WHERE THAT THING *CAME* FROM, OR WHY IT'S *HERE*. BUT I SURE HOPE IT'S NOT A *DROP-EVERYTHING-AND-COME-A-RUNNING* EMERGENCY --

-- BECAUSE THE *REST* OF THE *AVENGERS* ARE *ALREADY* *AWFULLY BUSY*...!



EARTH ORBIT.

WE'RE ONLY GOING TO GET *ONE CHANCE* AT THIS -- SO LET'S DO IT *RIGHT*.

PHOTON, JACK OF HEARTS -- I WANT YOU *OUTSIDE*, PRONTO. *SCARLET WITCH* -- AT THE *HEX-INDUCTION CORE*.

WE'LL BE THERE IN *MINUTES* -- I WANT EVERYONE IN *POSITION* AND *READY TO GO*.

WAIT FOR MY *SIGNAL* AND --

"-- ATTACK!"

IF THERE WERE AIR IN SPACE TO CARRY SOUND, THE THUNDER OF THE ATTACK WOULD BE HEARD WORLDWIDE, SO GREAT ARE THE ENERGIES UNLEASHED HERE.

BUT EVEN SO, THE TARGET'S FORCE-FIELD HOLDS --

-- AND CAPTAIN AMERICA FINDS HIMSELF GRIPPING THE FIRE-CONTROLS TIGHTLY, PAINFULLY, AS HE SCANS THE READOUTS FOR ANY SIGN OF DAMAGE.

STILL NOTHING.

THE TARGET IS DAMOCLES BASE, ORBITAL COMMAND CENTER OF THE TIME-TRAVELING KANG THE CONQUEROR.

HE HAS DECLARED WAR -- LAUNCHED AN ASSAULT ON EARTH --

-- AND IF THE AVENGERS FAIL HERE -- IN THIS DESPERATE COUNTERSTRIKE --

-- THE END RESULT COULD BE THE FALL OF AN ENTIRE PLANET.

AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND! STAN LEE PRESENTS: THE AVENGERS IN --

WAR PLAN "A"

WRITER: KURT BUSIEK COLORS: TOM SMITH
ART: KIERON DUYER WITH RICK REMENDER
RS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
SUMERAK, YOUNGQUIST ASSISTANT EDITORS BREVOORT EDITOR
JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



HERE, JACK OF HEARTS! CONCENTRATE OUR POWER TOGETHER!

MAYBE WE CAN CREATE A HARMONIC PATTERN THAT'LL DISRUPT THE SHIELD -- SHATTER IT! I'M ON IT!

PULSE YOUR BLASTS -- SET UP A RHYTHM! I'LL ESTABLISH A COUNTER-RHYTHM, AND MAYBE --



BUT --

NO GOOD, CAP! I'M TRYING TO REACH OUT THROUGH THE SHIP'S REPULSOR-BLAST -- TAP INTO THE FORCE-FIELD WITH MY CHAOS-MAGIC!

BUT IT KEEPS SHIFTING IN FREQUENCY -- ALTERING ITS ENERGY-STRUCTURE!

I CAN'T -- CAN'T MANAGE TO ENGAGE IT FULLY --!



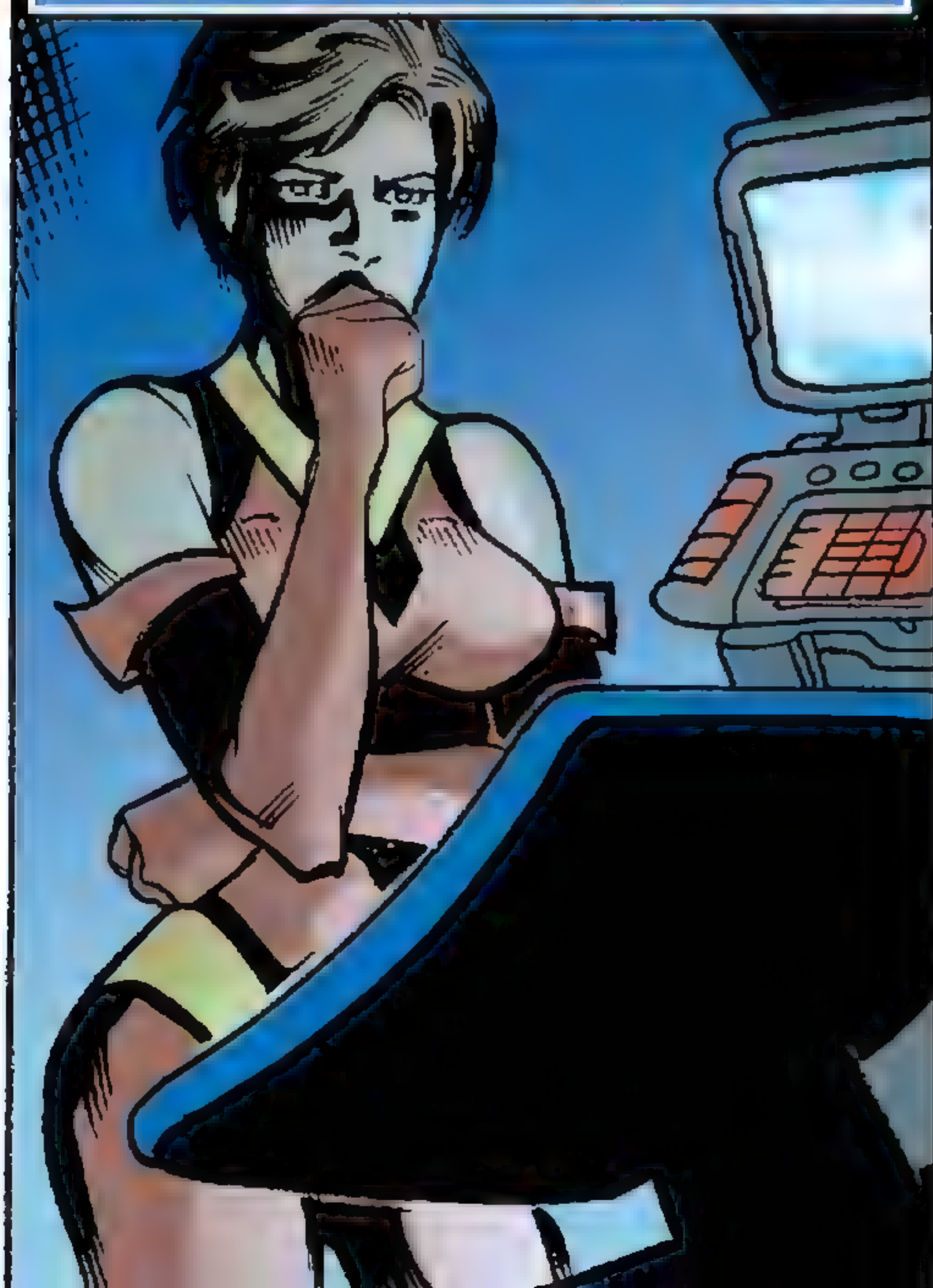
KEEP AT IT, WANDA! TONY STARK'S WORKING ON CRACKING THE TECHNOLOGY BEHIND THE FIELD -- HE MAY COME THROUGH FOR US AT ANY MOMENT!

IN THE MEANTIME, WE CAN'T LET UP, NOT FOR A SECOND! IF WE FAIL TO BREAK THROUGH...

DON'T EVEN SAY THAT, CAP! SOMEHOW -- SOME WAY -- WE'LL DO IT! WE HAVE TO!

AND BELOW, ON EARTH, TENSE EYES FOLLOW EVERY MOMENT -- EVERY IOTA OF FEEDBACK --

-- BOTH IN AVENGERS MANSION, WHERE THE WASP HOLDS HER BREATH --



-- AND AT THE PENTAGON --

YES SIR, FLIGHT 6-1 IS READY FOR LAUNCH. ACKNOWLEDGED.

KEEP AWAITING GO ORDER...

C'MON, CAP! GO.

GO.



NORTHERN CANADA. ABOVE THE ARCTIC CIRCLE.

THE BASE OF THE SELF-STYLED MASTER OF THE WORLD...



...WHERE ANOTHER
AVENGERS SQUAD
MOVES STEALTHILY...

I DON'T
LIKE THIS,
WARBIRD.

WHAT'S NOT TO
LIKE, PIETRO? THE
CRAMPED *QUARTERS*?
THE STALE *AIR*?

YOU KNOW WHAT
I MEAN AS WELL AS I
DO, WOMAN.

WE'RE DEEP WITHIN
THIS "*MASTER'S*" TERRITORY --
AND HIS SECURITY IS *BETTER*
THAN THIS! BUT THERE'S BEEN
NO *REACTION* --

-- NOT FOR
HOURS!

QUICKSILVER'S GOT
A *POINT*, WARBIRD.

I'VE BEEN SCANNING
FOR *DETECTION FIELDS* --
AND THEY'RE ALL *AROUND US*,
AND FULLY ACTIVE. THEY'RE
JUST NOT *REGISTERING US*,
FOR SOME REASON!

MAYBE THE
SECURITY SYSTEMS WERE
DAMAGED IN THE *EXPLOSION*,
YELLOWJACKET --

-- OR IN THE DAMAGE
WARBIRD CAUSED,
BEFORE WE
CONNECTED UP!

I WAS IN A *GENETICS*
SECTION, SILVERCLAW. I
DON'T THINK SECURITY
WOULD BE *RUN FROM*
THERE.
NO, IT'S
SOMETHING
ELSE --

"-- AND LET'S JUST
HOPE IT *KEEPS UP...*"

BIO-SCAN
INTERFERENCE
REMAINS *ACTIVE*.
CONTINUE?

YES. CONTINUE
INTERFERENCE...

K FRANCE. ■
KANG SAID EUROPE WOULD FALL WITHIN THREE WEEKS — AND SO FAR, HIS SCHEDULE HOLDS.

HIS ARMIES ADVANCE ALMOST EVERYWHERE — THEIR ADVANCED TECHNOLOGY RAISING FORTIFICATIONS IN MINUTES —

— FORTIFICATIONS FROM WHICH HIS SOLDIERS CAN LAUNCH THE NEXT WAVE OF ATTACKS.

ONLY AT A FEW POINTS DO EARTH'S DEFENSE FORCES STAND FIRM — POINTS SUCH AS THIS ONE —

HO, VARLETS!
BRING THOU THY TANKS -- THINE INFERNAL WAR MACHINES! BRING THEM BY THE DOZENS, THE HUNDREDS --

-- THOU SHALT STILL NOT PASS THE MIGHTY THOR!

BUT THOUGH THOR BATTLES VALIANTLY, FEROCIOUSLY --

— HIS HEART IS SICK, AND HIS SOUL WEARY —

HOW LONG, ALL-FATHER? HOW LONG BEFORE ALL HERE -- THE TRIUMPHANT AND THE SLAIN ALIKE -- ARE AS DUST?

AN EYEBLINK? THE QUICK FLARE OF A CANDLEFLAME GUTTERED OUT BY THE WIND?

HOW LONG ERE ALL THAT HAPPENS TODAY IS LOST IN THE SWEEP OF TIME?

THOR!



"I KNOW WHAT YOU'RE *THINKING*, THOR! BUT *LOOK* AT THEM -- LOOK AT THEM FIGHTING FOR THEIR *HOMES*, THEIR FREEDOM, THEIR *FAMILIES*!"

"LOOK AT THE *PRICE* THEY PAY! IT MAY BE AN *EYEBLINK* TO YOU --"



-- BUT IT'S *EVERYTHING* TO THEM!

OUR LIVES MAY BE *SHORT*, THOR -- BUT THAT DOESN'T MAKE THEM *MEANINGLESS*! WE'RE STILL WORTHY OF *NOTICE*, OF *FRIENDSHIP*, OF *LOVE*...

SKRAAM



"OUR LIVES," FIREBIRD? NAY, SAY RATHER "*THEIR* LIVES!" FOR IF THOU ART AS IMMORTAL AS I, AS THOU DOST *SUSPECT* --

-- THEN THOU TOO WILT WATCH ALL THOU DOST BOND WITH, AS THEY CRUMBLE TO DUST BEFORE THEE! THOU HAST A *FINE* SPIRIT, AND DOST MEAN WELL --

-- BUT THINK ON THAT, MILADY -- THINK ON THAT!

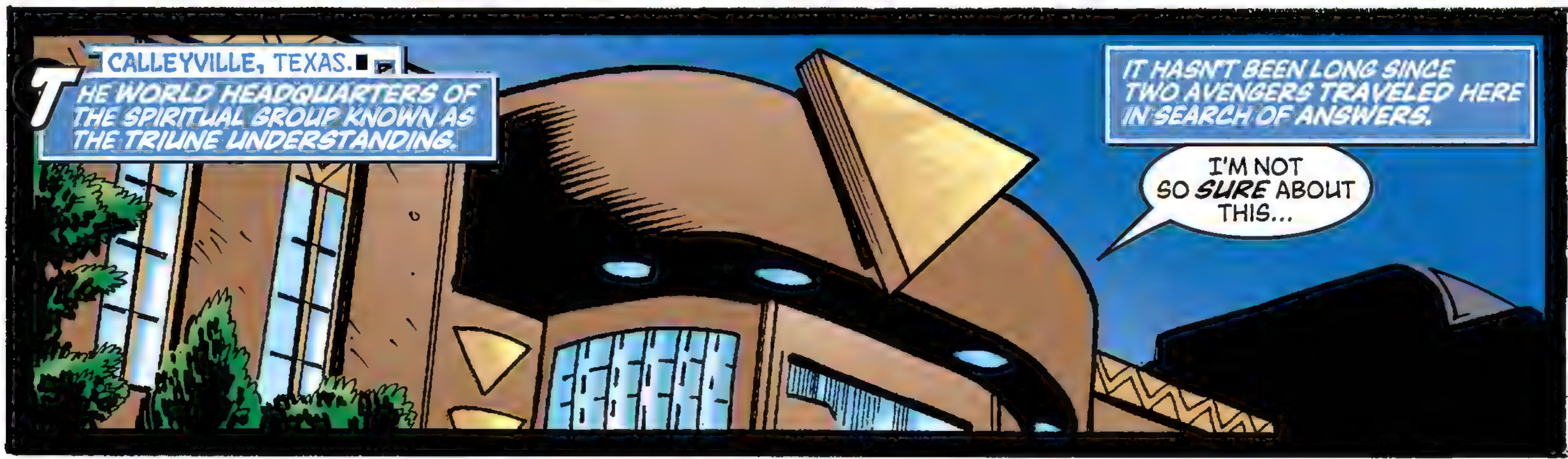
AND BONITA JUAREZ SWALLOWS HARD.



SHE HAS SET OUT TO MAKE A DISHEARTENED THOR SEE THE ERROR OF HIS WAYS -- TO SET HIM TO STAY WITH THE AVENGERS WHEN ALL THIS IS DONE.

BUT WILL SHE SUCCEED IN CHANGING HIS MIND, SHE WONDERS --

-- OR WILL HE CHANGE HER?



CALLEYVILLE, TEXAS. ■

THE WORLD HEADQUARTERS OF THE SPIRITUAL GROUP KNOWN AS THE TRIUNE UNDERSTANDING.

IT HASN'T BEEN LONG SINCE TWO AVENGERS TRAVELED HERE IN SEARCH OF ANSWERS.

I'M NOT SO *SURE* ABOUT THIS...

— ONLY TO FIND A CRISIS —
AND MORE QUESTIONS.

FOR ONE OF THE MOST BASIC
TENETS OF THE TRIUNE BELIEFS
IS THAT A GREAT EVIL IS
COMING — AN EVIL THAT MUST
BE OPPOSED —

I AGREE WITH
TRIATHLON,
MR. TREMONT.

WE HAVE INFORMATION THAT THIS CRAFT IS
PSYCHICALLY-POWERED -- THAT IT DRAWS ON THE
MENTAL ENERGIES OF THE TRIUNE FOLLOWERS.

AND YOU PROPOSE
TO LAUNCH IT WITHOUT
A TEST?

IF IT DRAWS TOO MUCH POWER -- IF IT WORKS
AT ALL -- IT COULD HURT THEM, KILL THEM --

PLEASE, VISION. I UNDERSTAND
YOUR CONCERN. BUT UNDERSTAND
THIS, AS WELL -- THE TRIPLE-EVIL
IS REAL, AND IT WILL REACH
EARTH WITHIN DAYS.

IF IT IS NOT
STOPPED, ALL LIFE ON EARTH
WILL BE FORFEIT.

THE PRAYER-SHIP IS
SAFE, I ASSURE YOU. IT
WILL HARM NO ONE.

BUT IF --

WE HAVE HIDDEN NOTHING, TRIATHLON, AS
YOU KNOW. WHY WOULD WE START NOW?

WHY, WE EVEN KNEW THE
AVENGERS HAD SENT SPIES TO
INFILTRATE OUR RANKS, AND DID
NOTHING TO PREVENT IT --

-- PREFERRING THAT
THEY DISCOVER THERE
WAS NOTHING TO FEAR.

IN FACT... JUSTICE,
FIRESTAR --
PLEASE!

JOIN US ON THIS MOST
CRUCIAL MISSION. ALL HELP
IS APPRECIATED.

HUH?

UH...

AND THUS
SOON --

THE GREAT PRAYER-SHIP HUMS AS IT PREPARES
FOR FLIGHT, THE TRILL OF ITS ENGINES BEGINNING
LOW, THEN BUILDING TO A CHIME, A SONG --



AND THEY BEGIN TO FALL --

-- FIRST IN TWOS AND THREES -- THEN BY THE DOZEN, THE HUNDRED --

-- AND THEN, AS IT WRENCHES ITSELF FREE FROM THE BOUNDS OF GRAVITY --

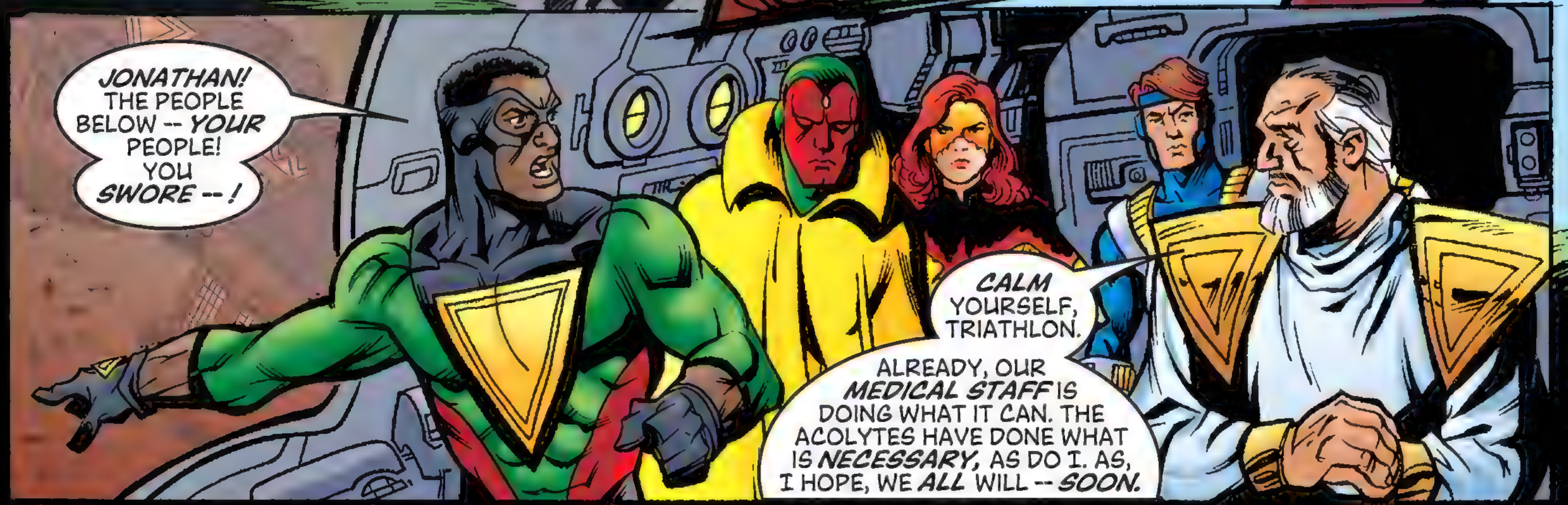
-- THAT SONG BECOMES A SHRIEK -- A SCREAM OF PAIN AND BIRTH --

THEY FALL -- AND DO NOT RISE --

U-UHH!

AAAAHHH!

AAAAHHH!



JONATHAN!
THE PEOPLE BELOW -- YOUR PEOPLE!
YOU SWORE --!

CALM YOURSELF, TRIATHLON.

ALREADY, OUR MEDICAL STAFF IS DOING WHAT IT CAN. THE ACOLYTES HAVE DONE WHAT IS NECESSARY, AS DO I. AS, I HOPE, WE ALL WILL -- SOON.



STAY ON COURSE, VASQUEZ.

MANY HAVE GIVEN MUCH OF THEMSELVES TO SEE US THIS FAR -- TO HONOR THEM, WE MUST NOT STOP NOW.

Y-YES, SIR...

HIGH ABOVE...



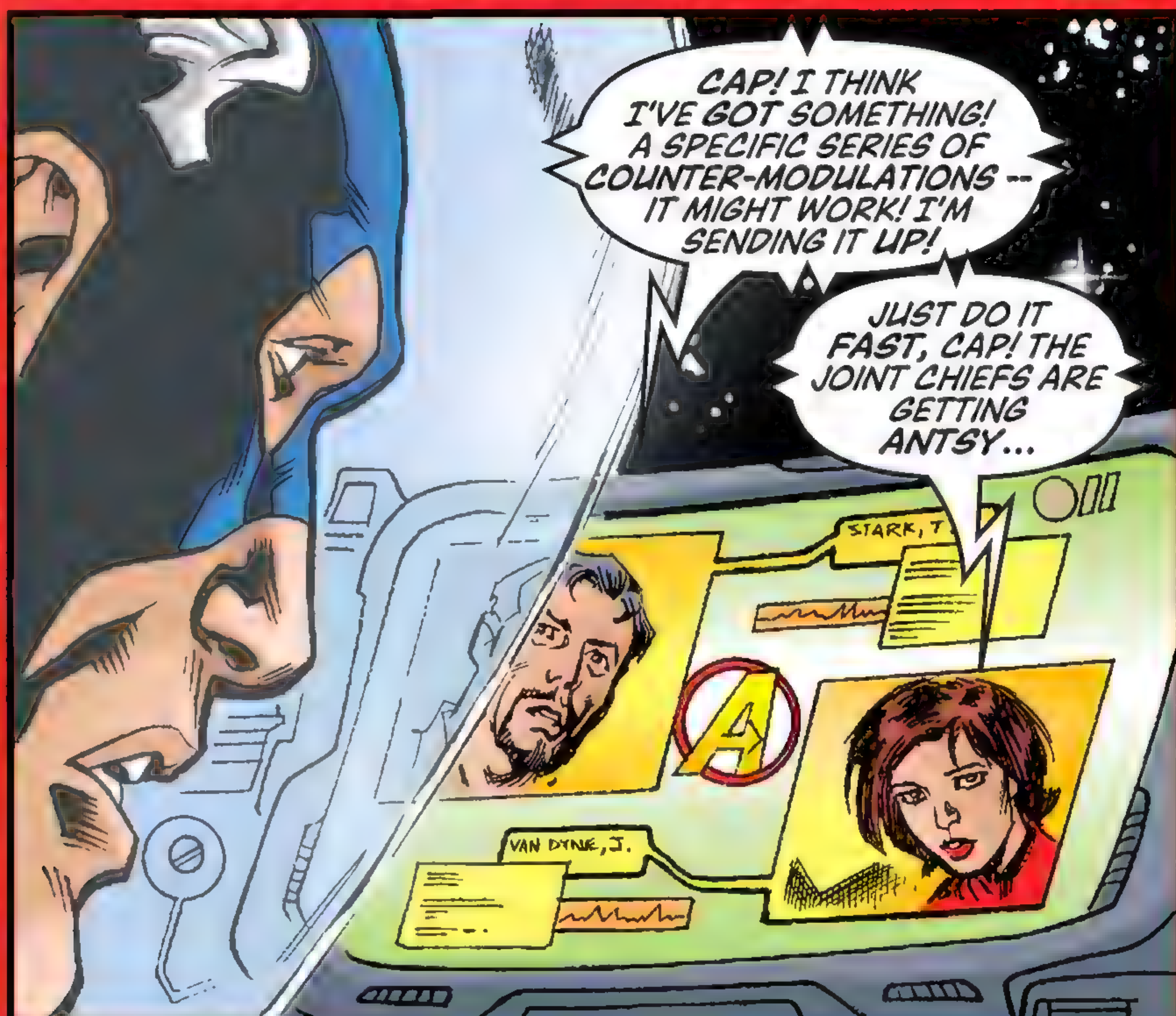
MORE, PHOTON-- MORE!

MAYBE I'M JUST KIDDING MYSELF -- BUT I THINK I FEEL SOMETHING GIVING --!



I DON'T -- DON'T THINK I CAN KEEP THIS UP MUCH LONGER, CAP...

YOU CAN, WANDA. I KNOW YOU CAN. DO IT.



CAP! I THINK I'VE GOT SOMETHING! A SPECIFIC SERIES OF COUNTER-MODULATIONS -- IT MIGHT WORK! I'M SENDING IT UP!

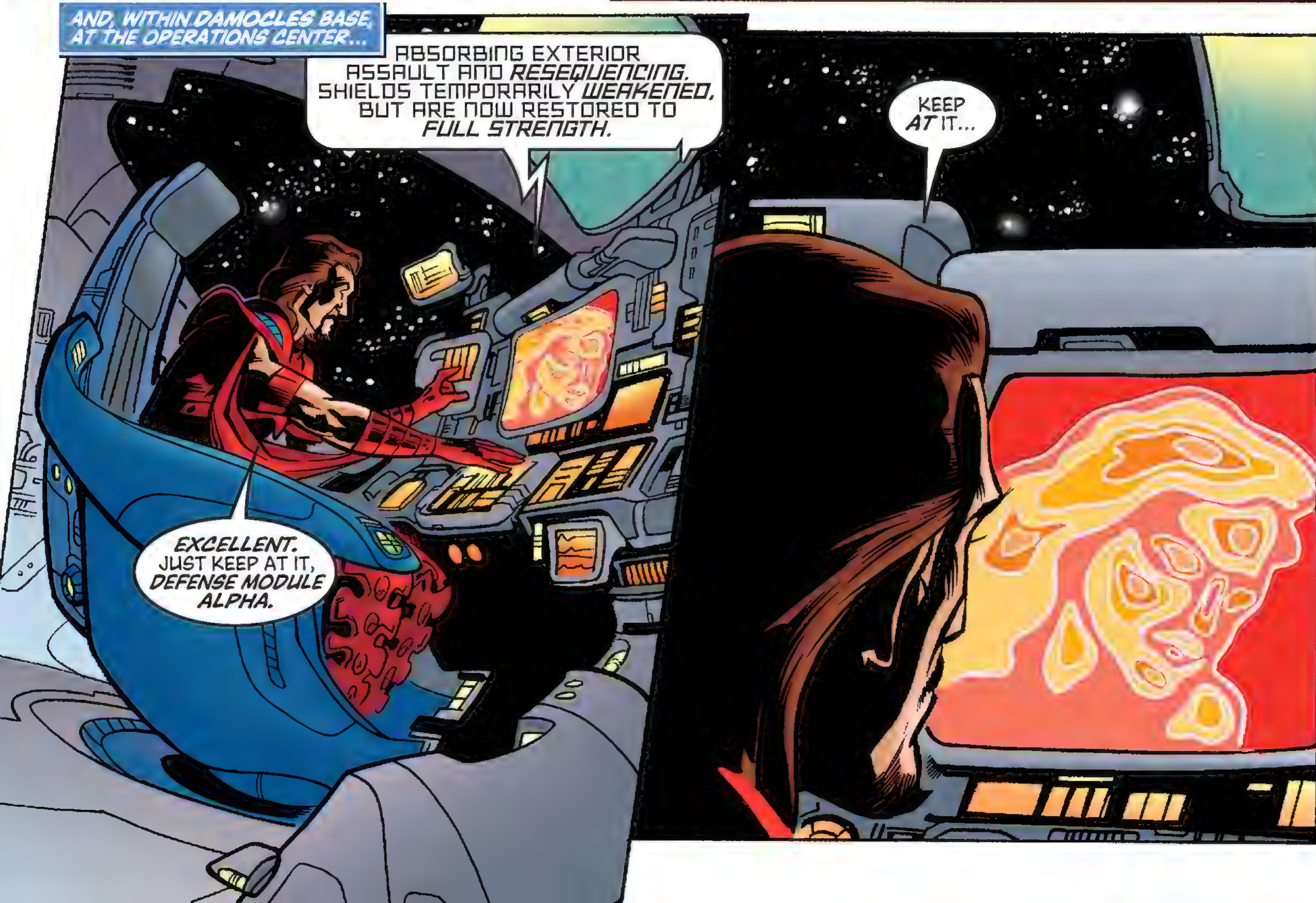
JUST DO IT FAST, CAP! THE JOINT CHIEFS ARE GETTING ANTSY...

AND, WITHIN DAMOCLES BASE, AT THE OPERATIONS CENTER...

ABSORBING EXTERIOR ASSAULT AND RESEQUENCING. SHIELDS TEMPORARILY WEAKENED, BUT ARE NOW RESTORED TO FULL STRENGTH.

EXCELLENT. JUST KEEP AT IT, DEFENSE MODULE ALPHA.

KEEP AT IT...



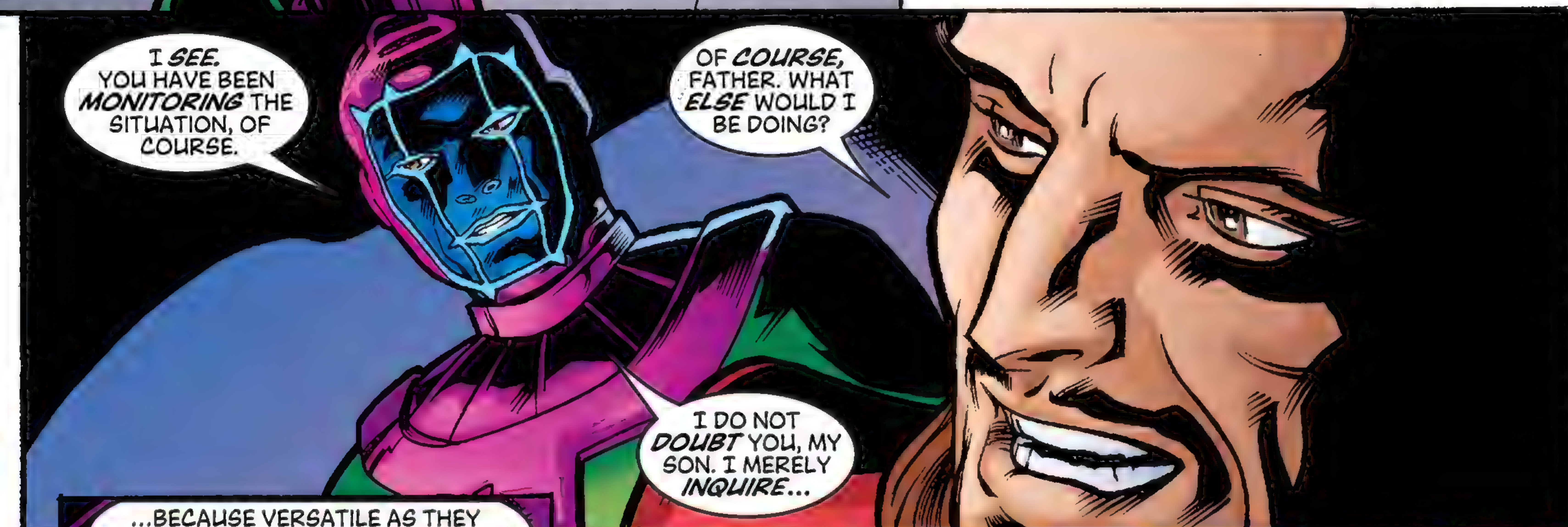


HOW
GOES THE
BATTLE,
MARCUS?

FATHER!



THE...
THE BATTLE
GOES **WELL**, FATHER.
THE ATTACKERS ARE
HOPELESS -- NOTHING
THE AUTOMATIC
DEFENSE MODULES
CAN'T **HANDLE**...



I **SEE**.
YOU HAVE BEEN
MONITORING THE
SITUATION, OF
COURSE.

OF **COURSE**,
FATHER. WHAT
ELSE WOULD I
BE DOING?

I DO NOT
DOUBT YOU, MY
SON. I MERELY
INQUIRE...



...BECAUSE VERSATILE AS THEY
ARE, AUTOMATIC MODULES CANNOT
ANTICIPATE **EVERYTHING**.

FOR EXAMPLE, THOSE
"**HOPELESS ATTACKERS**" SEEM TO
HAVE INTRODUCED A NEW SERIES
OF **SUB-HARMONIC, VARIABLE-
FLUX FREQUENCIES** TO
THEIR ATTACK --

-- AND
IT **LOOKS** AS
IF --



"-- **YES**. THE AVENGERS
HAVE JUST **BROKEN**
THROUGH OUR SHIELDS.

"NOT THE **DESIRED**
RESULT, WOULDN'T
YOU SAY?"



AH... OF COURSE, FATHER. YOU'RE RIGHT.

I SHOULD HAVE BEEN MORE ATTENTIVE. SHOULD HAVE EXPECTED SOMETHING LIKE THIS. I'LL...

AFTER ALL, IT IS A MINOR LAPSE --

KLEK

DO NOT CONCERN YOURSELF OVERMUCH.

"-- AND EASILY FIXED."

WHAT--?!

JACK, PHOTON! WE'RE HIT!

MOVE IN -- GET INTO DAMOCLES BASE! NOW!

CHOOM KOOM

AHH--!

W-WISH WE COULD, CAP -- B-BUT -- SOME SORT OF STASIS RAY --!



AND BELOW...

I'M *SORRY*, MADAME WASP. I KNOW YOU'RE *OPPOSED* TO OUR PLAN, BUT...

THIS HOLOGRAM-TRANSMISSION -- YOU CAN HEAR ME, RIGHT?

I HEAR YOU FINE, GENERAL MCGINTY. AND I WISH... I WISH THERE WAS SOMETHING I COULD SAY.

GOD, I HOPE THEY'RE ALL RIGHT...



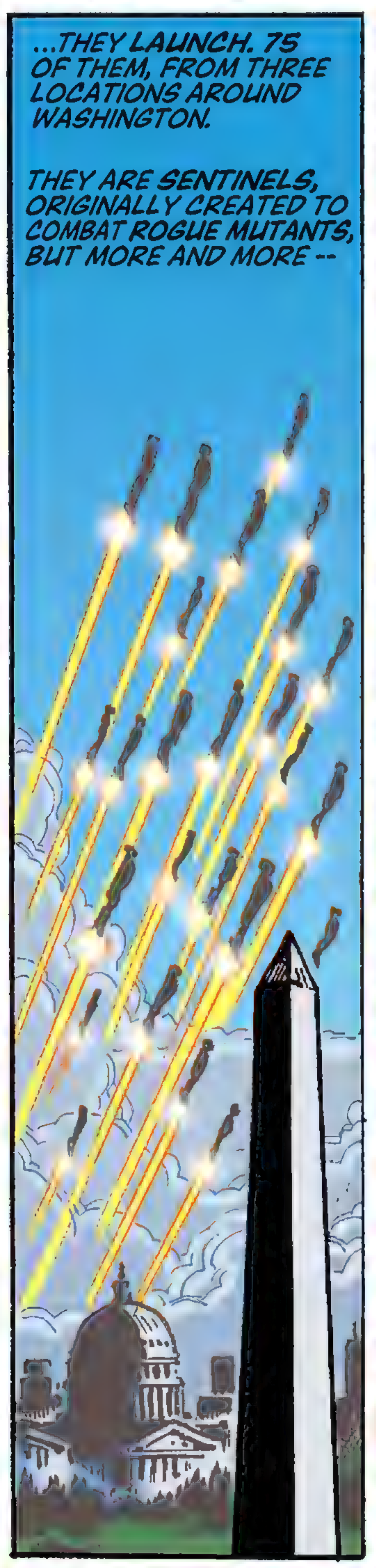
SO DO I, MA'AM. SO DO I.

ZAVITZ -- GIVE THE LAUNCH ORDER.

AND IN MOMENTS...

...THEY LAUNCH. 75 OF THEM, FROM THREE LOCATIONS AROUND WASHINGTON.

THEY ARE SENTINELS, ORIGINALLY CREATED TO COMBAT ROGUE MUTANTS, BUT MORE AND MORE --



-- THEY HAVE BECOME AN IMPORTANT PART OF THE FEDERAL GOVERNMENT'S CONTINGENCY PLANS AGAINST SUPER-NORMAL THREATS.

SEVENTY-FIVE SENTINELS, EACH WITH THE POWER TO LEVEL A SMALL CITY.

AND EACH WITH ONE PROGRAMMED GOAL: REACH KANG, AND NEUTRALIZE HIM, AT ANY COST.

CLANG CLANG CLANG

ALARMS!

AH
WELL. WE
MADE IT *THIS*
FAR.

RIGHT --
-- SO THERE'S
NO MORE NEED
FOR *STEALTH*.
LET'S *BUST*
OUT --

-- AND
MAKE OUR
PRESENCE
KNOWN!

AH. THE
AVENGERS.

WELCOME TO
MY *HOME*, ALL OF
YOU. WELCOME TO
MY GLOBAL *SEAT*
OF *POWER*.

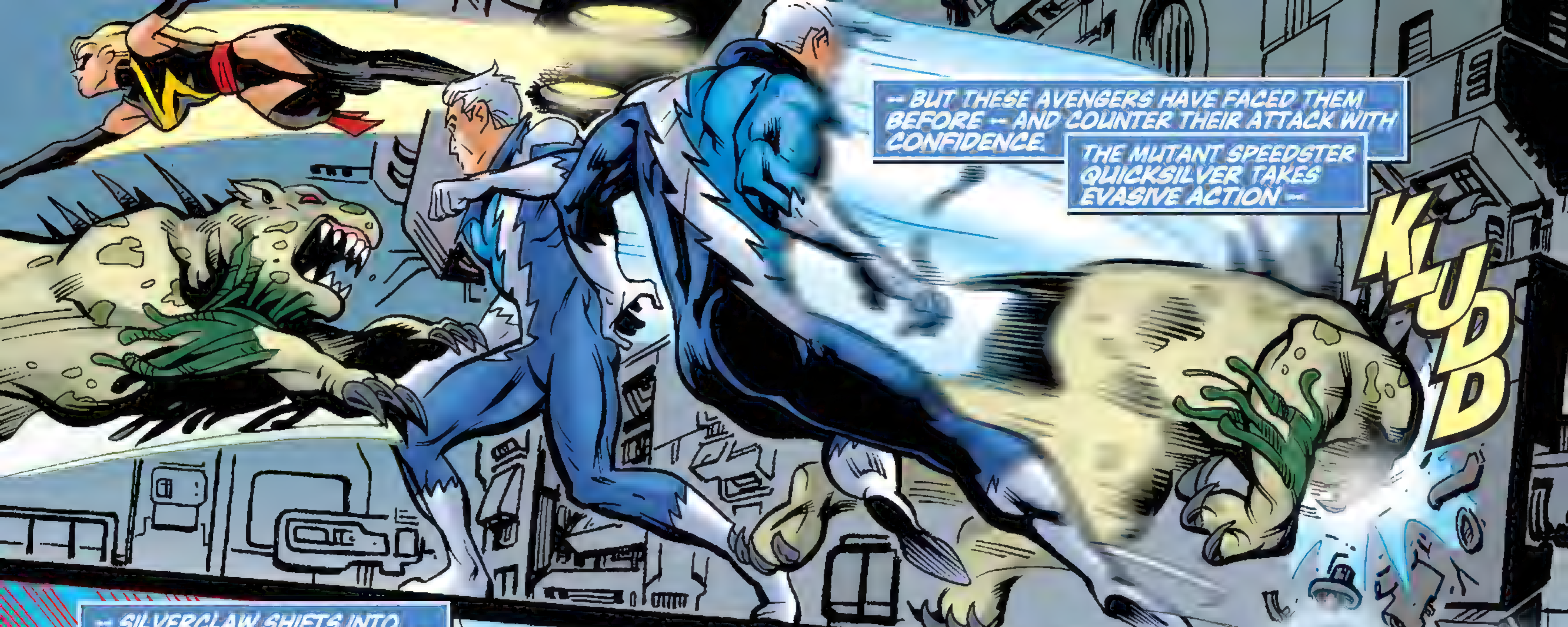
YOU MAY BE
REBELLIOUS SUBJECTS,
BUT LET IT NOT BE SAID
THAT THE *RIGHTFUL*
MASTER OF THE *WORLD*
IS WITHOUT
MANNERS.

BUT NOW,
HOWEVER, THAT THE
NICETIES HAVE BEEN
OBSERVED --

WE HAVE *INTRUDERS*,
MY *PLODEX WOLVES*.
PLEASE...

...*DEAL*
WITH
THEM!

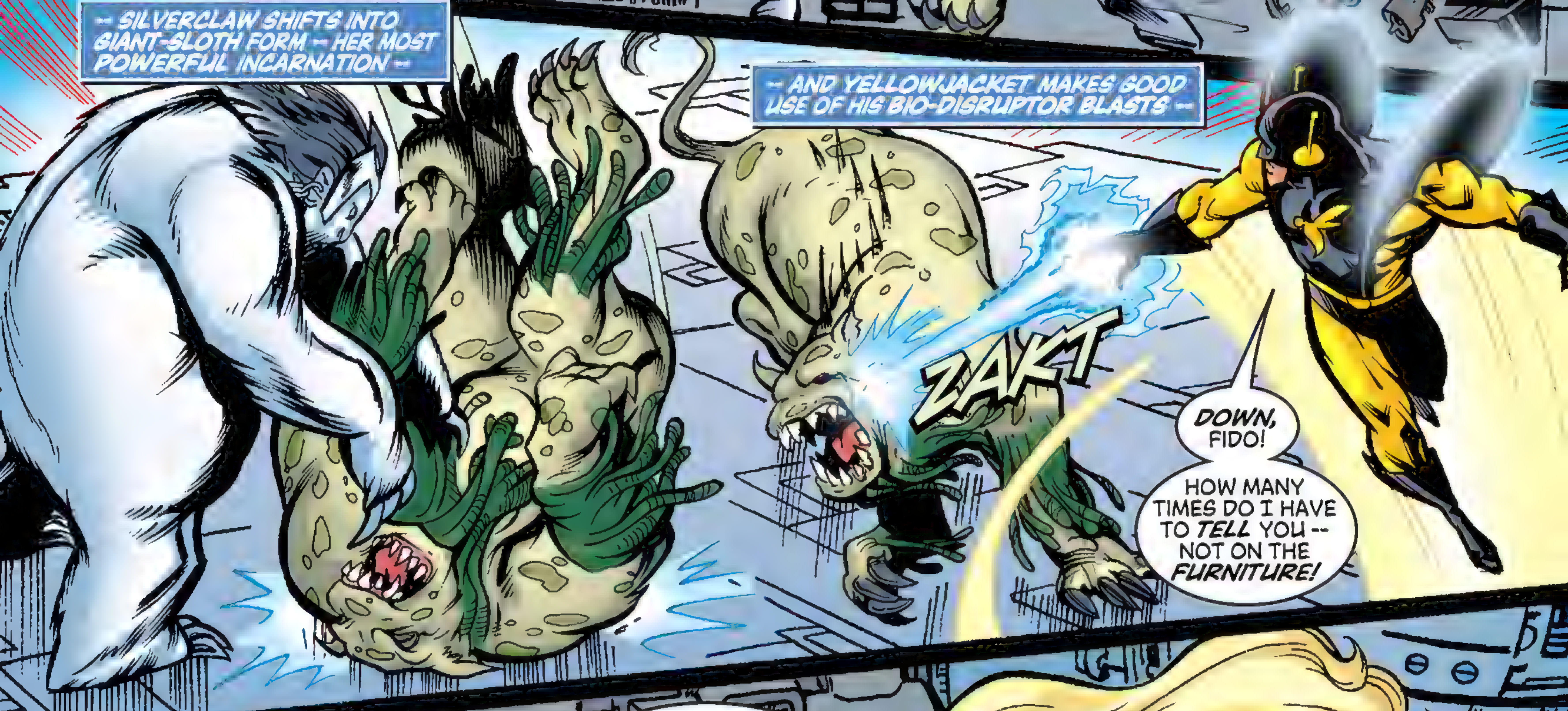
THE GREAT BEASTS LUNGE
FORWARD, FASTER THAN
ANY FOUR-LEGGED CREATURE
NATIVE TO EARTH --



-- BUT THESE AVENGERS HAVE FACED THEM BEFORE -- AND COUNTER THEIR ATTACK WITH CONFIDENCE.

THE MUTANT SPEEDSTER QUICKSILVER TAKES EVASIVE ACTION --

KLUDD



-- SILVERCLAW SHIFTS INTO GIANT-SLOTH FORM -- HER MOST POWERFUL INCARNATION --

-- AND YELLOWJACKET MAKES GOOD USE OF HIS BIO-DISRUPTOR BLASTS --

DOWN, FIDO!

HOW MANY TIMES DO I HAVE TO TELL YOU -- NOT ON THE FURNITURE!

ZAKT



AS FOR WARBIRD --

YOUR TEAM FIGHTS WELL, MY DEAR. SO ARE YOU HERE TO "RESCUE" THE BUREAUCRATS I'VE BEEN MEETING WITH?

FREEDOM THE MEN AND WOMEN YOU'VE KIDNAPPED IS OUR SECONDARY GOAL, YES --

-- BUT ONLY SECONDARY.



"IT'S THE DEFENSE-WALLS YOU CREATED -- THAT YOU MADE SPRING UP AROUND DOZENS OF AMERICAN CITIES OVERNIGHT.

"THE WEAPONRY IN THOSE WALLS -- IT MAY BE ABLE TO HOLD OFF KANG. IF SO, WE WANT THEM --

"-- AND WANT THEM UNDER OUR CONTROL, NOT YOURS!"



ABOVE

NNHH

C-CAN'T -- CAN'T MOVE --!



ONE OF THOSE
TIME PERIODS WAS THE
EARLY PART OF THE PREVIOUS
CENTURY. I WAS ACTIVE IN
THE GUISE OF VICTOR
TIMELY, SCIENTIST AND
BUSINESSMAN --

-- AND I HAD
QUITE AN INFLUENCE
OVER A THEN-DAWNING
INDUSTRY.

SPECIFICALLY,
THE ROBOTICS
INDUSTRY.

BELOW...

THE BATTLE HAS BEEN
BRIEF THUS FAR, BUT
HAS TAKEN ITS TOLL.

THERE!

THE PLODEX WOLVES ARE POWERFUL,
FOR ALL THEIR LIMITED INTELLIGENCE --
AND HAVE STRETCHED THE AVENGERS
TO THEIR LIMITS IN COMBATING THEM.

THOUGH THEY FIGHT
ON, THE AVENGERS
HAVE VISIBLY SLOWED.

N-UHH!

AND --

YOU HAVE NOT BROKEN THROUGH
MY GUARD *ONCE*, MY DEAR -- AND
IT SEEMS YOU'RE GETTING TIRED.
I SHOULD *WARN* YOU --

-- THAT I HAVE
GENETICALLY ENGINEERED
MYSELF TO BE THE *PERFECT*
MAN, WITH REFLEXES AND
STAMINA *FAR BEYOND*
HUMAN LEVELS.

AND SINCE YOU
ARE *BOUND* BY THE
AVENGERS' POLICY
AGAINST *LETHAL*
FORCE, AND I AM
NOT --

-- I FEEL I
SHOULD OFFER
YOU A CHANCE TO
SURRENDER
HONORABLY.

AH!

YOU'RE --
MAKING A
MISTAKE,
MASTER...



YOU'RE EXPECTING US TO ACT LIKE *NICE-NICE* SUPER HEROES -- TO TREAT YOU LIKE A *BANK ROBBER*, OR YOUR *AVERAGE* MEGALOMANIACAL LUNATIC.

TH-THE FLOOR!

BUT THE WORLD'S AT *WAR*, BIG SHOT -- AT *WAR!*

AND THAT MEANS --



-- THE RULES HAVE CHANGED!



WH-WHAT --?

H-HUH?

WITHOUT THEIR MASTER, THE PLODEX WOLVES ARE EASILY DEFEATED, AND THE CALL GOES OUT.

THAT'S AFFIRMATIVE. COMPUTER AND MUNITIONS TECHNICIANS ARE ON THE WAY IN TO START WORK ON THOSE WEAPONS CONTROLS --

-- AND ALPHA FLIGHT WILL SECURE THE BASE.

GOOD WORK, AVENGERS.

WHILE ABOVE --

I WAS NOT SO FOOLISH AS TO AVOID PLANTING SAFEGUARDS IN ALL THE TECHNOLOGY THAT DESCENDED FROM MY WORK. SAFEGUARDS --

-- AND CONTROLS.

A FEW ROBOTIC BEINGS HAVE ESCAPED THAT CONTROL, INCLUDING THE VISION AND THE ANDROID HUMAN TORCH --

ONE SWIFT GESTURE --

-- AND THE SENTINELS CHANGE COURSE, THEIR PROGRAMMING OVERRIDDEN --

-- BUT ALAS FOR YOU --

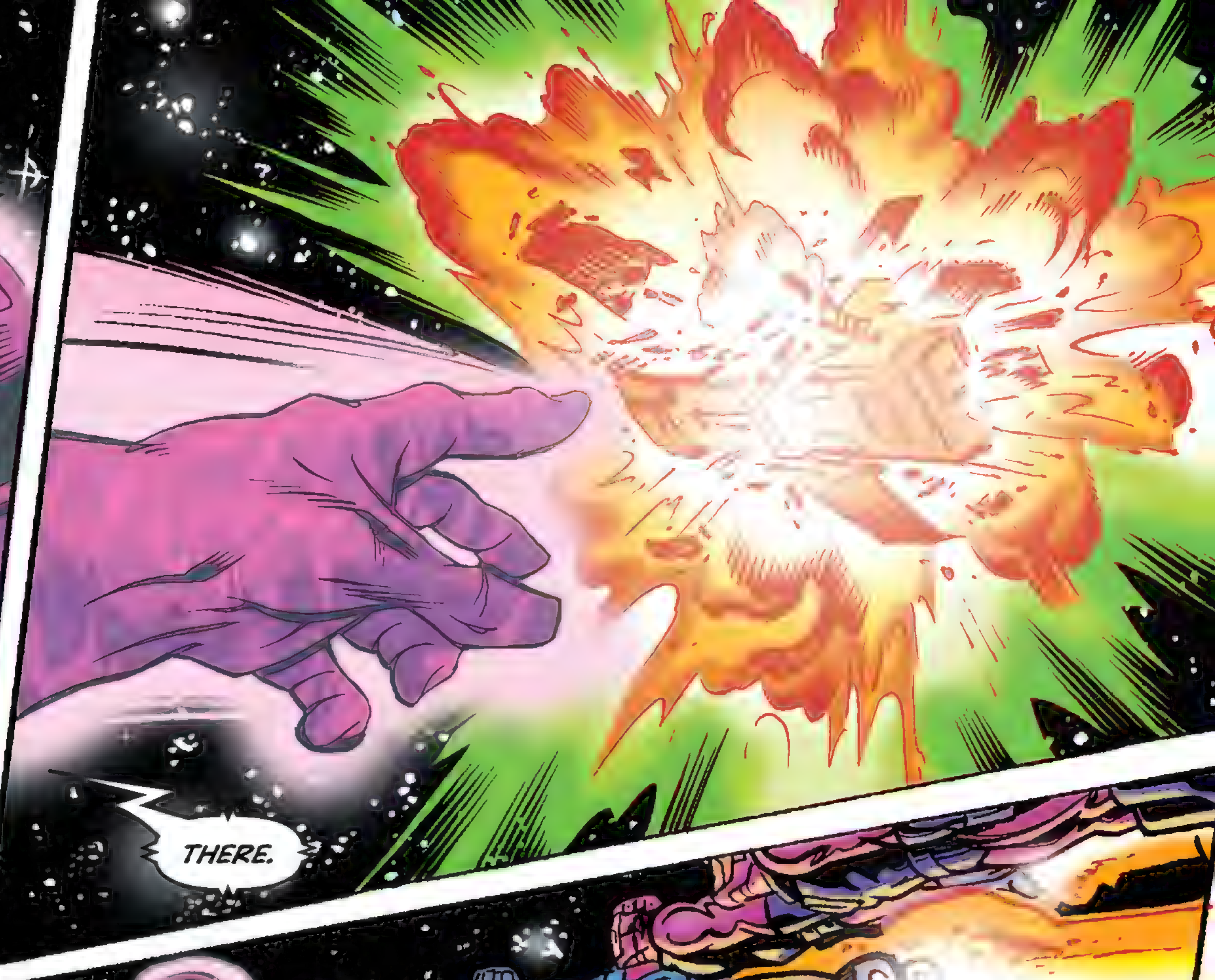
-- THE SENTINELS HAVE NOT.

I REALLY WOULDN'T HAVE THOUGHT THIS OF YOU, AVENGERS.



BUT

AH.
I'M
FORGETTING
SOMETHING.



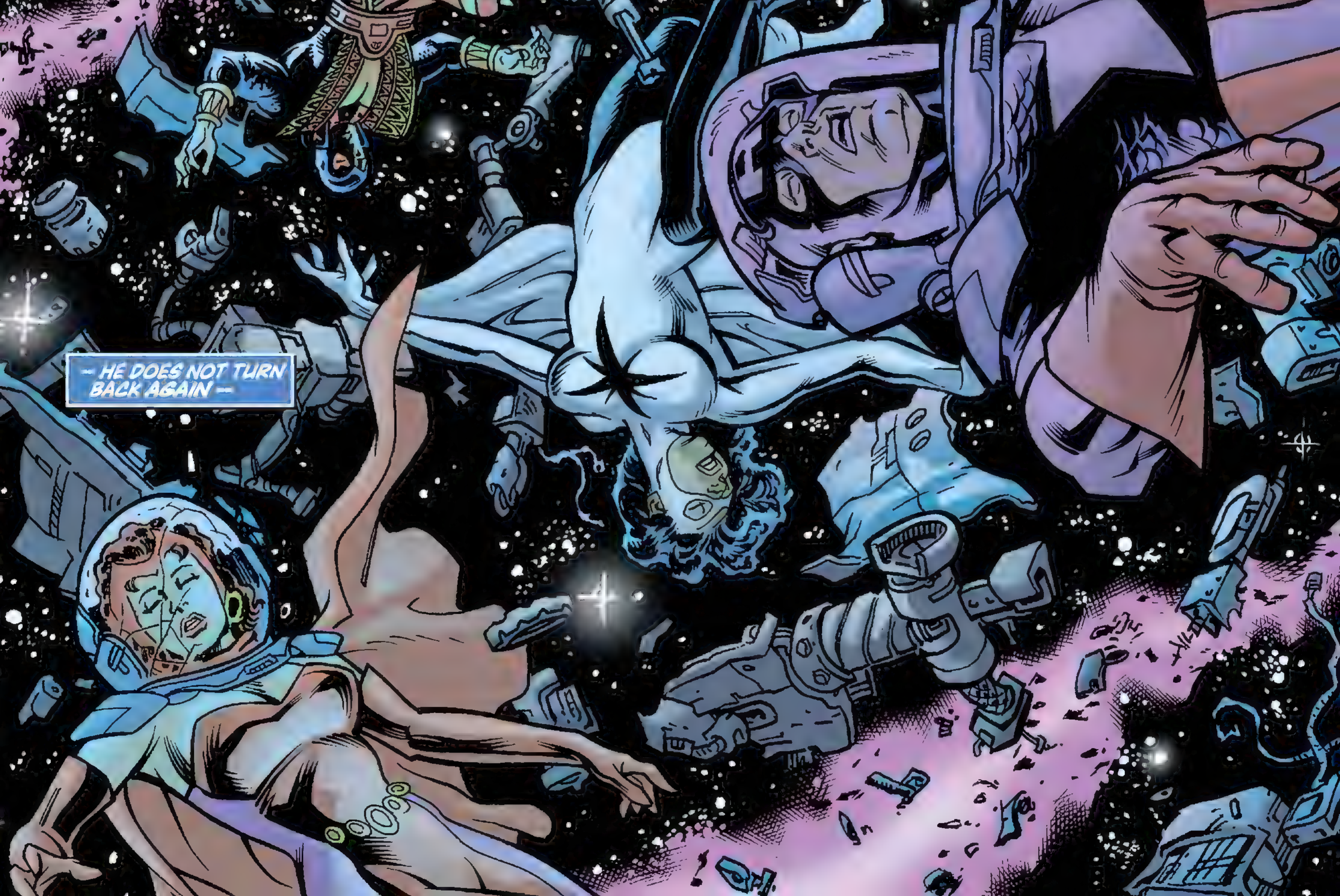
THERE.



COME
ALONG, MY
SENTINELS.

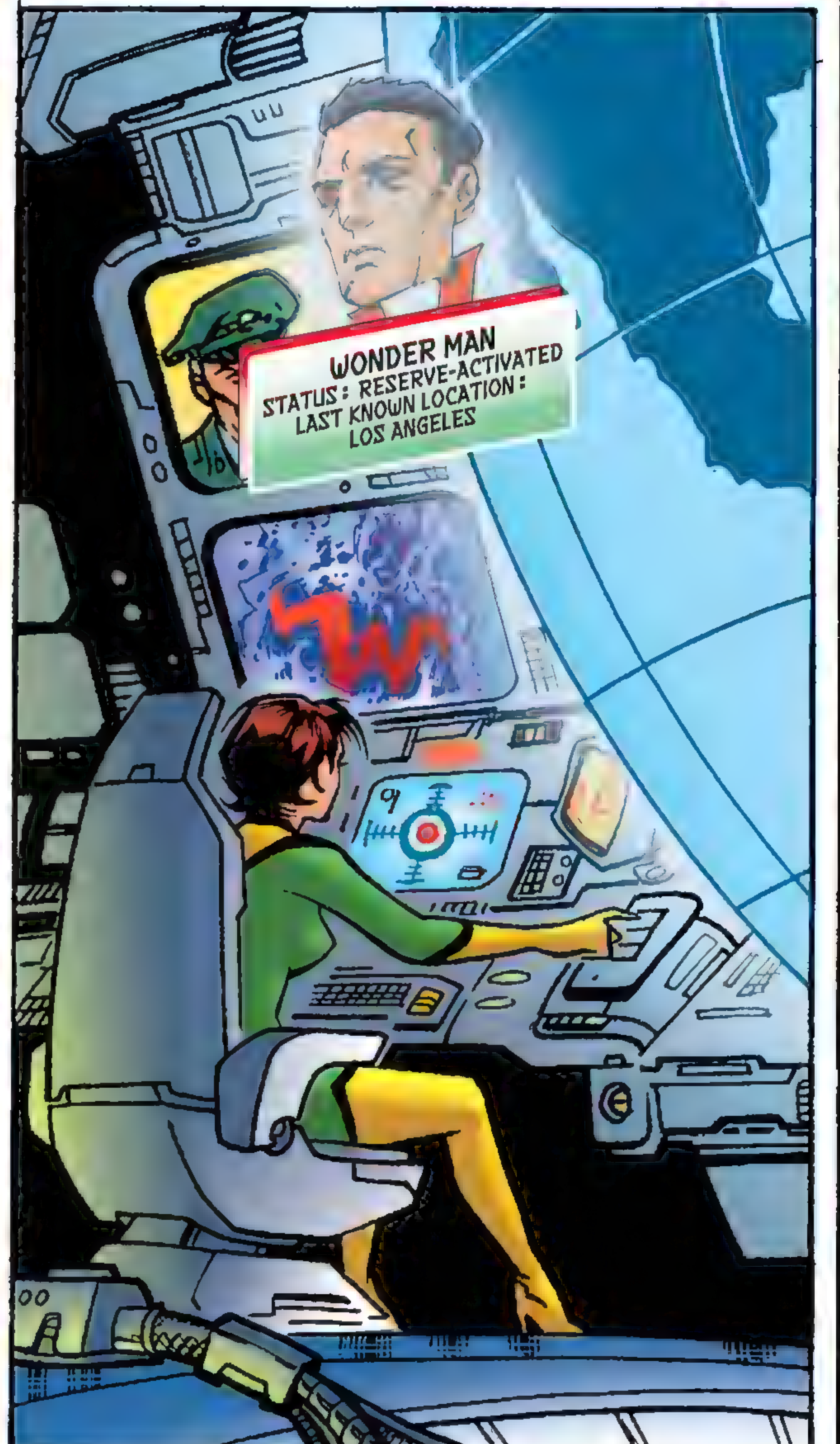
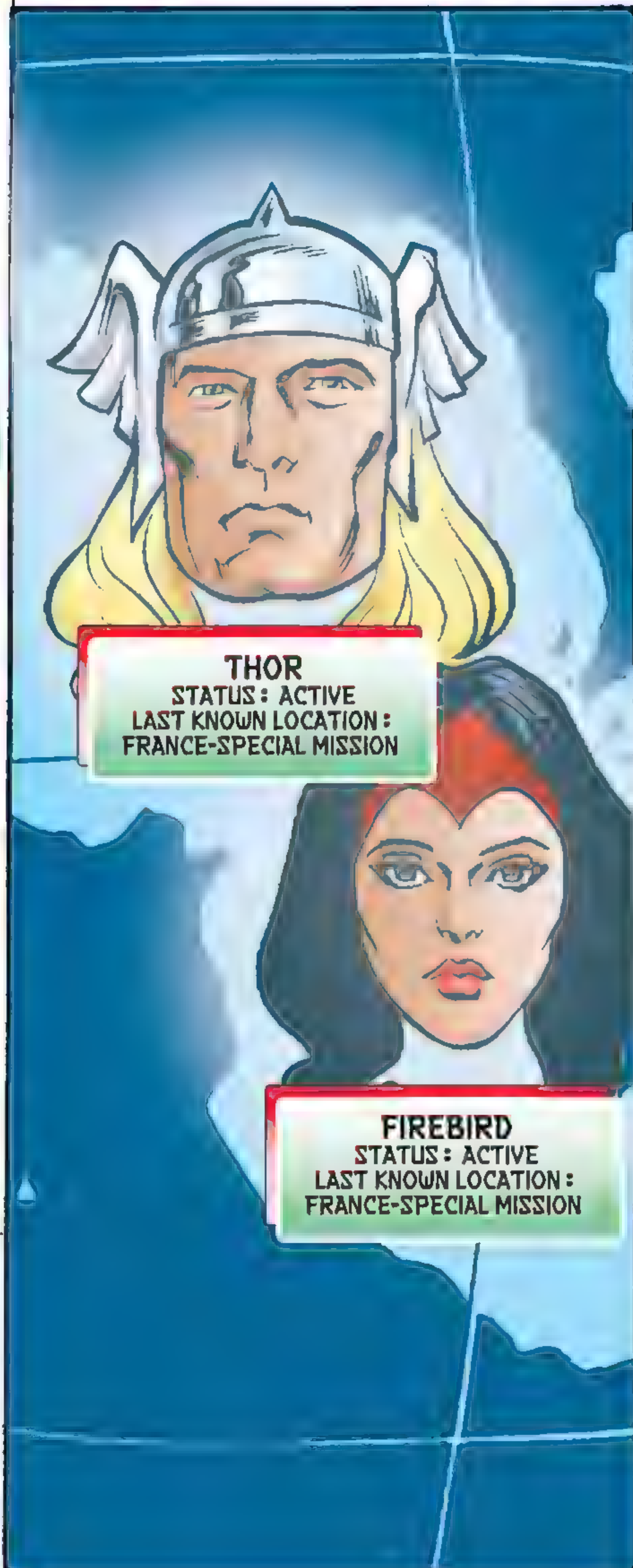
AND THIS TIME, WHEN
HE TURNS AWAY —

— HE DOES NOT TURN
BACK AGAIN —

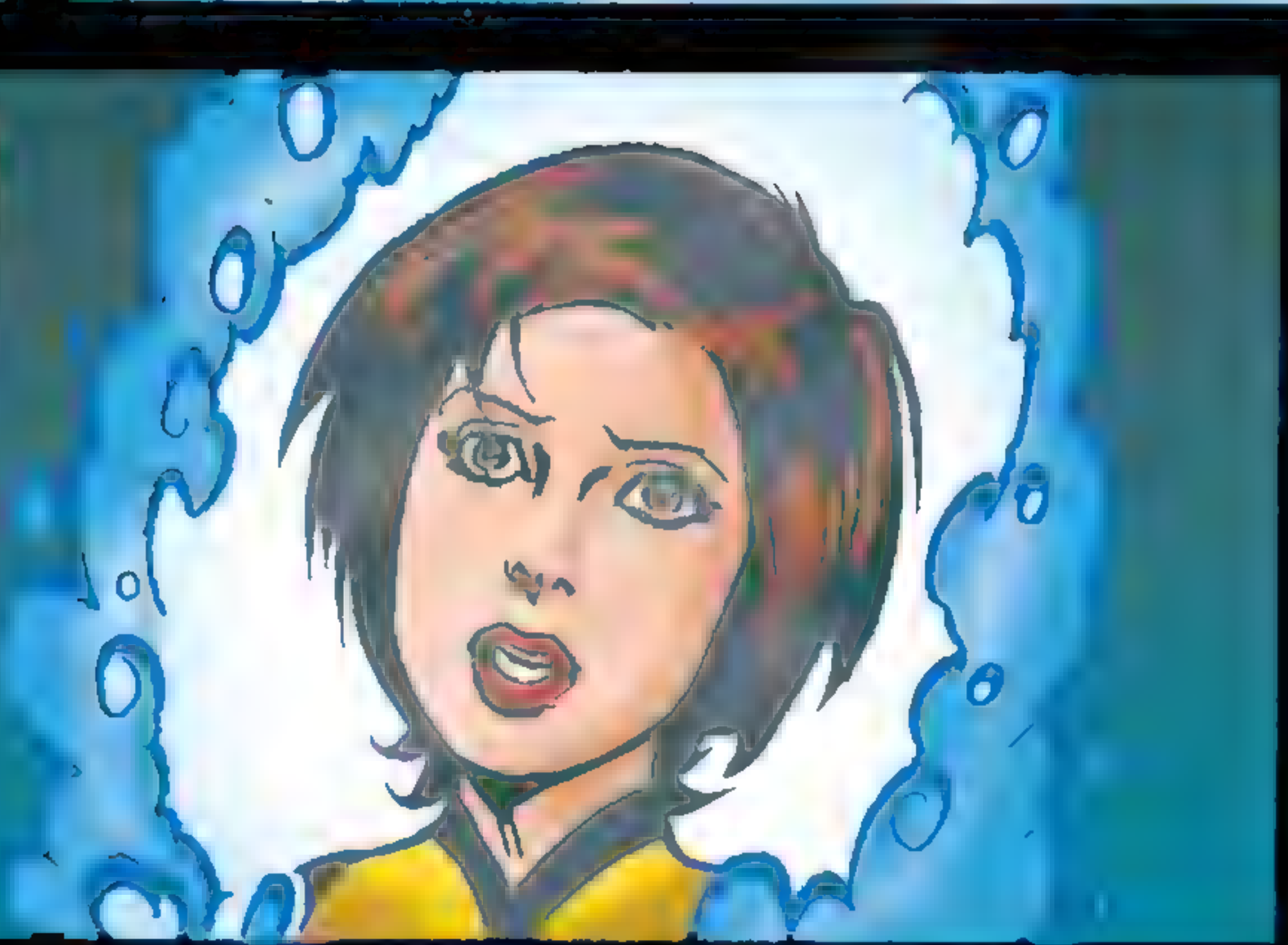
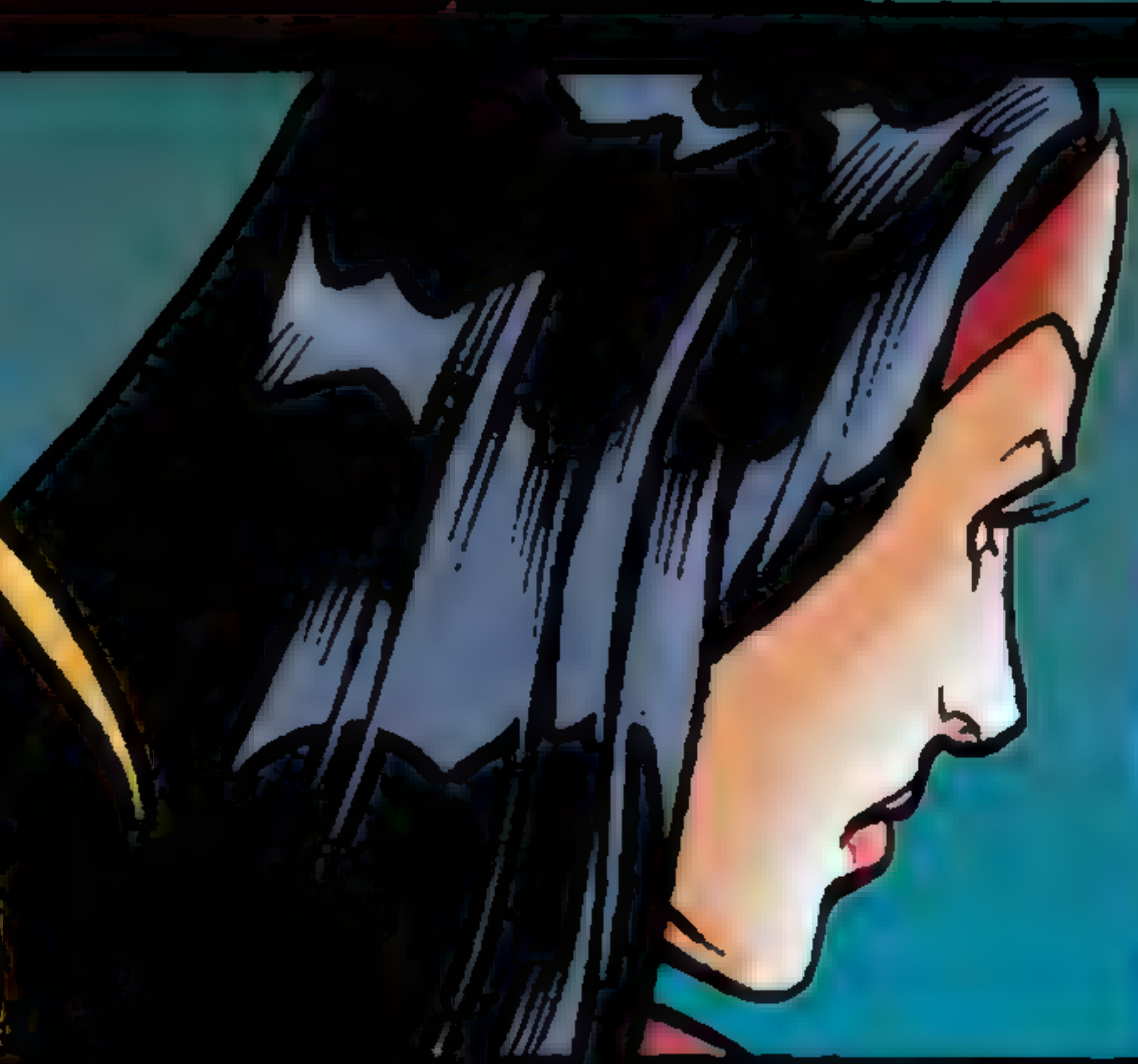
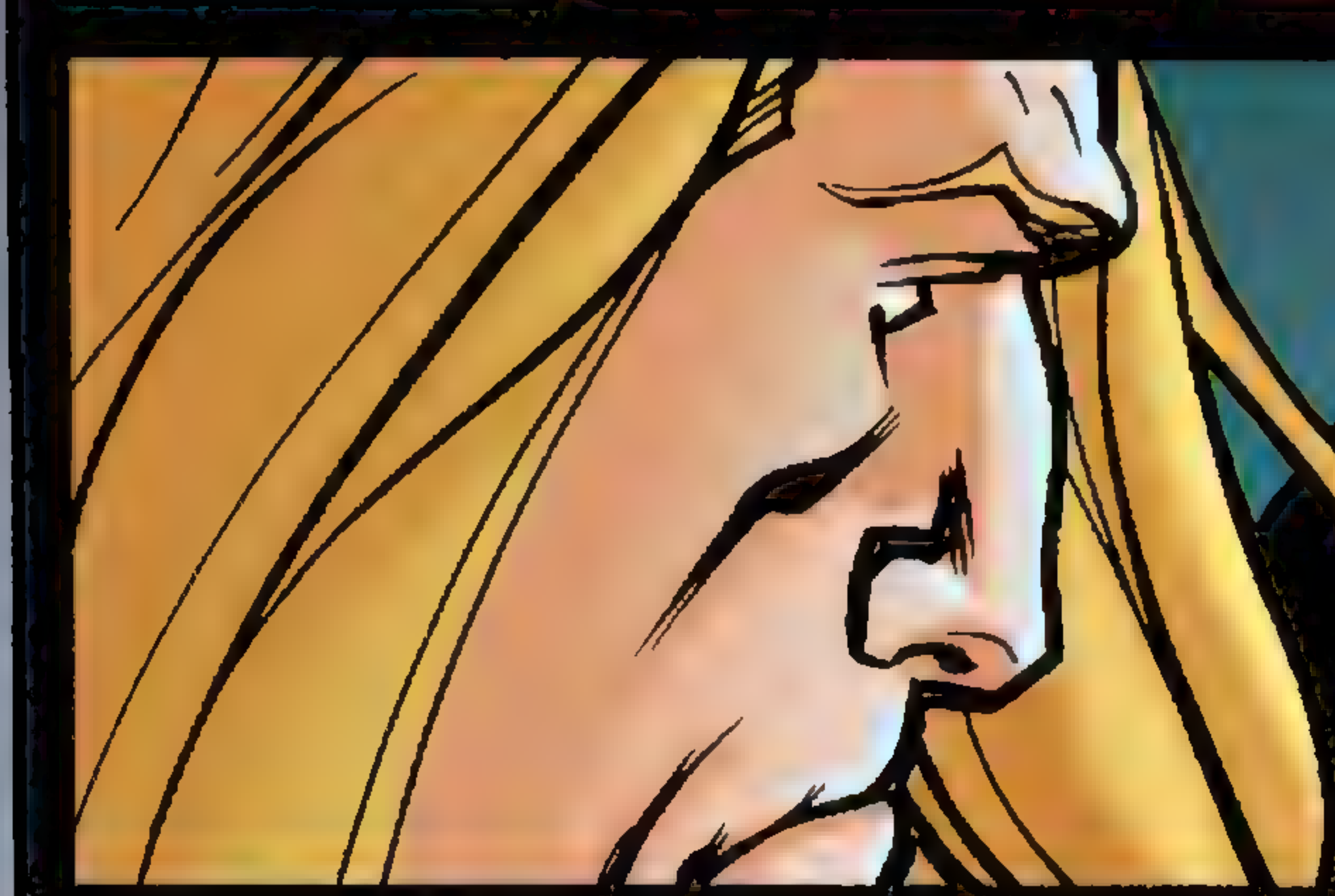
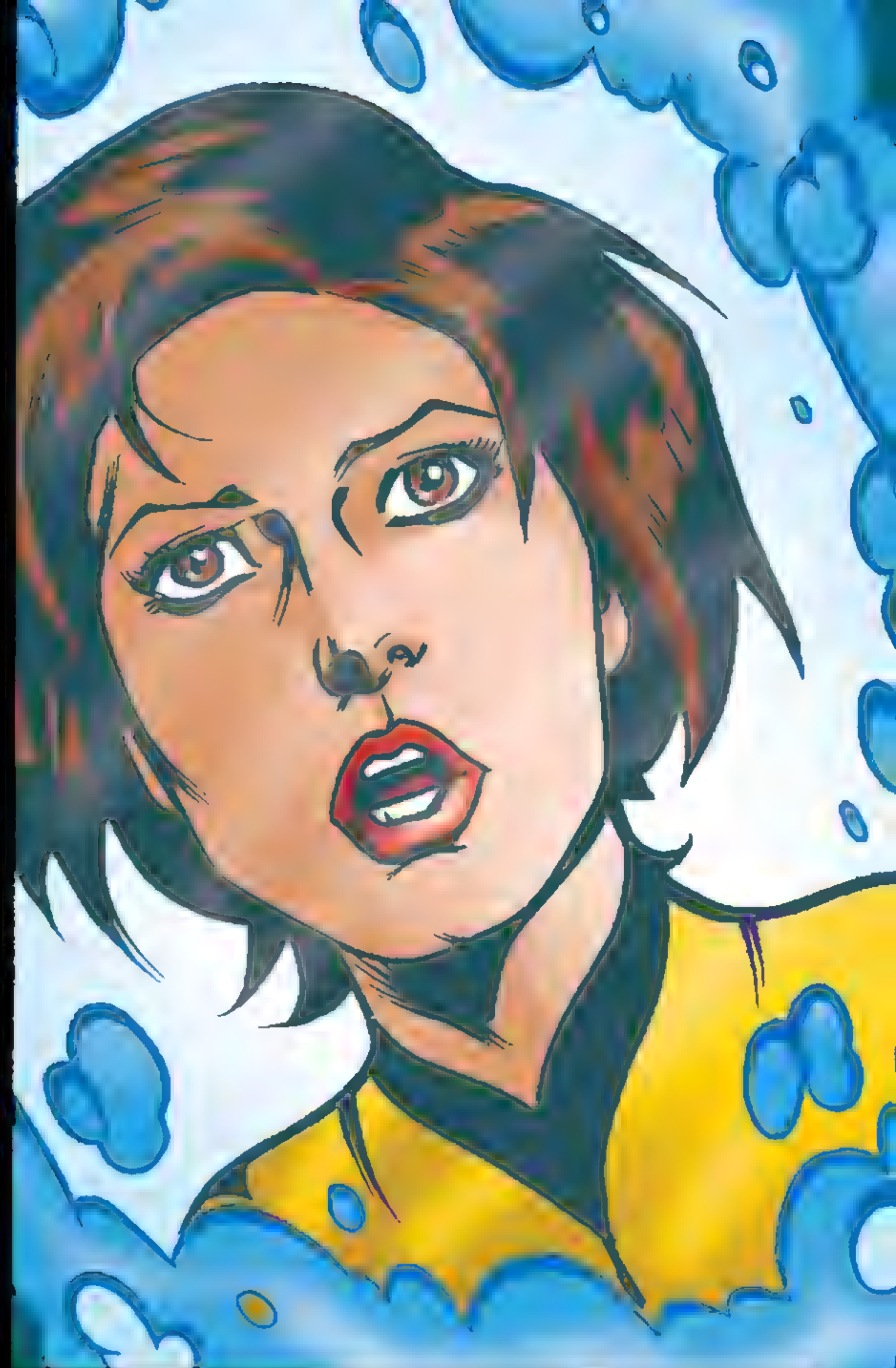




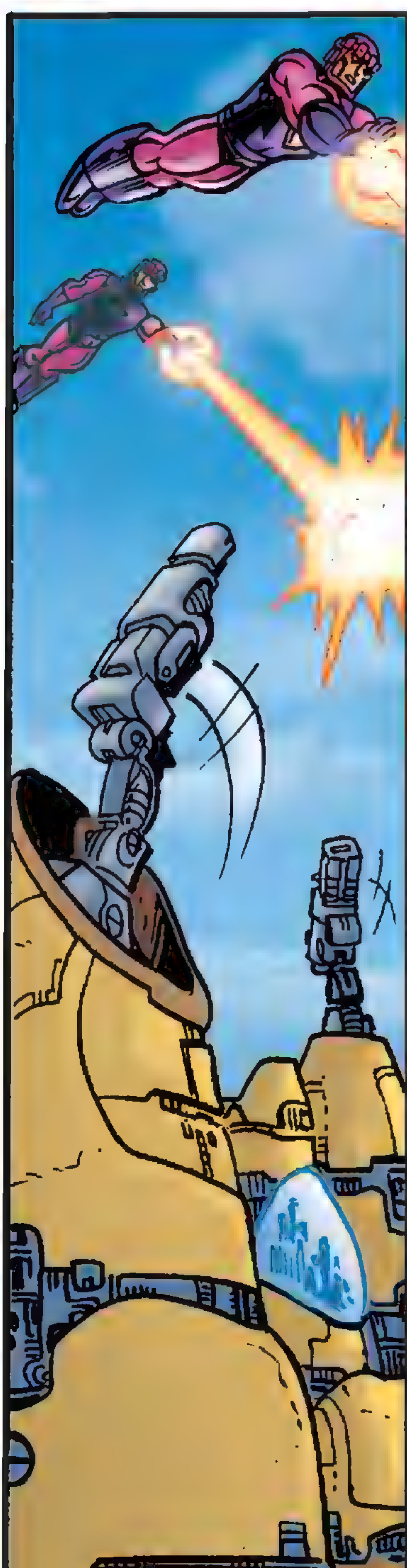
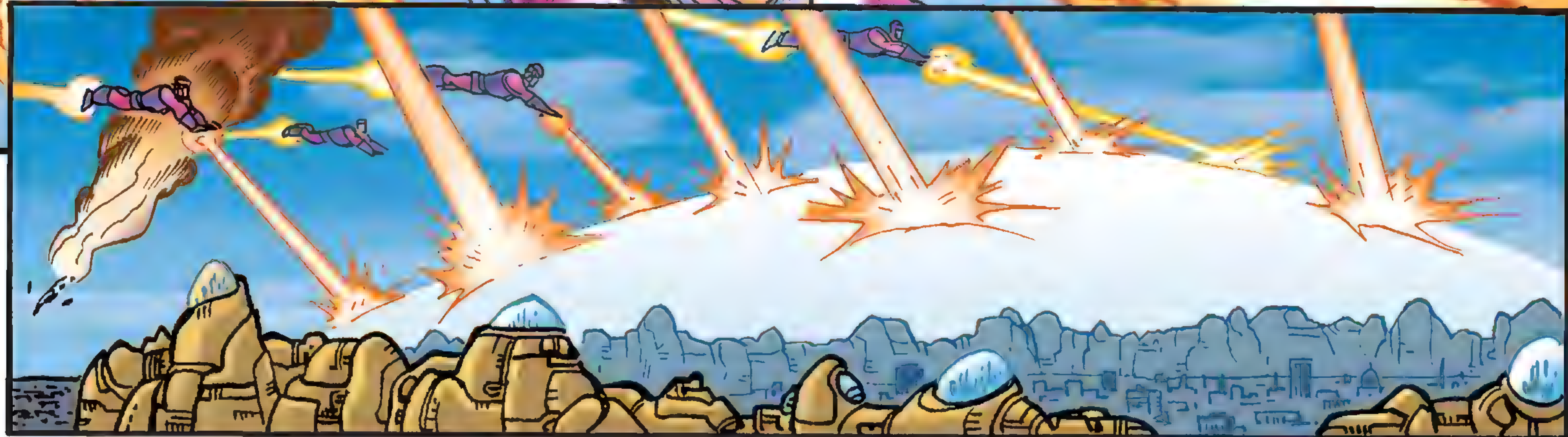
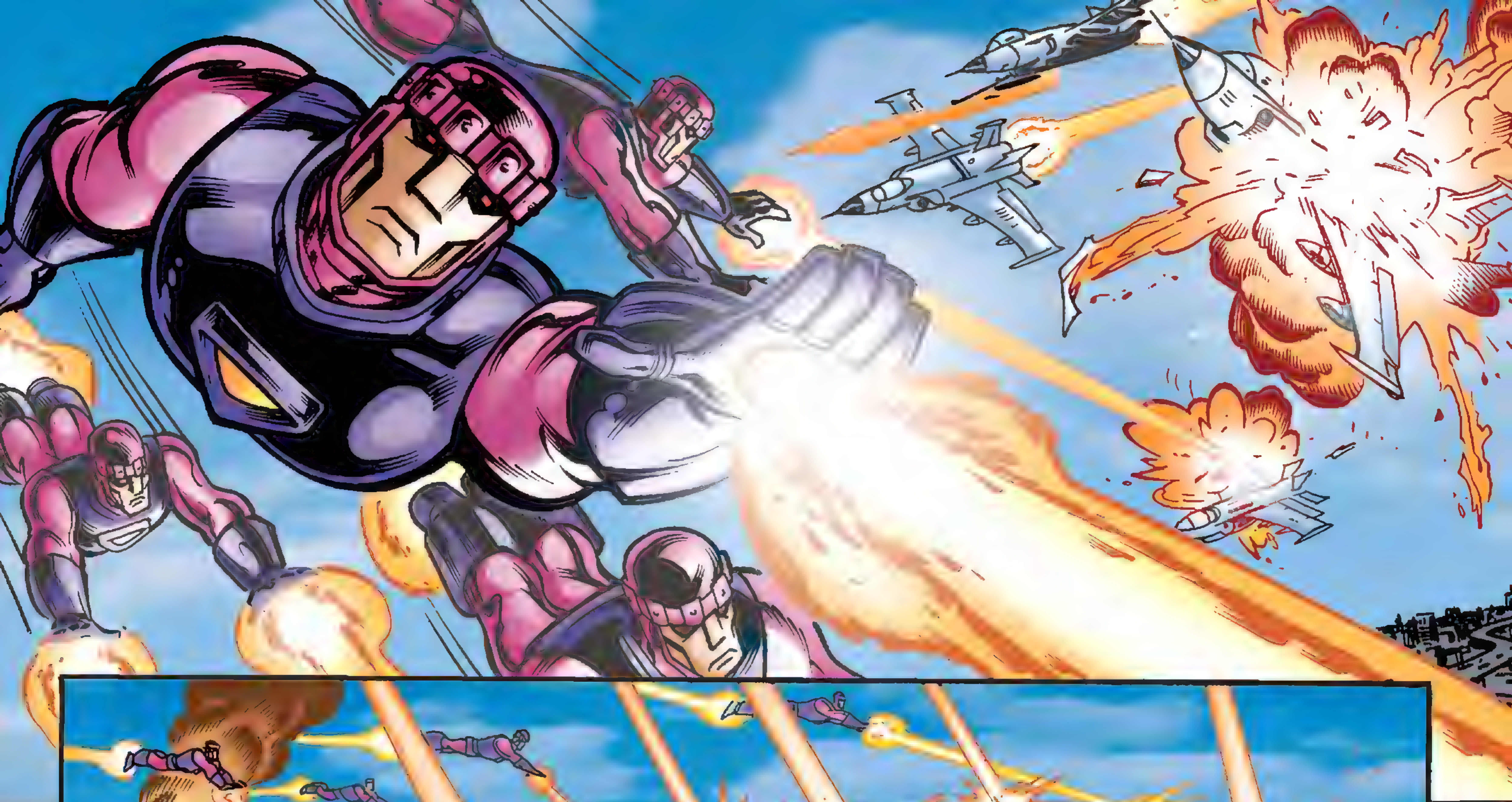
AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND! STAN LEE PRESENTS: THE AVENGERS

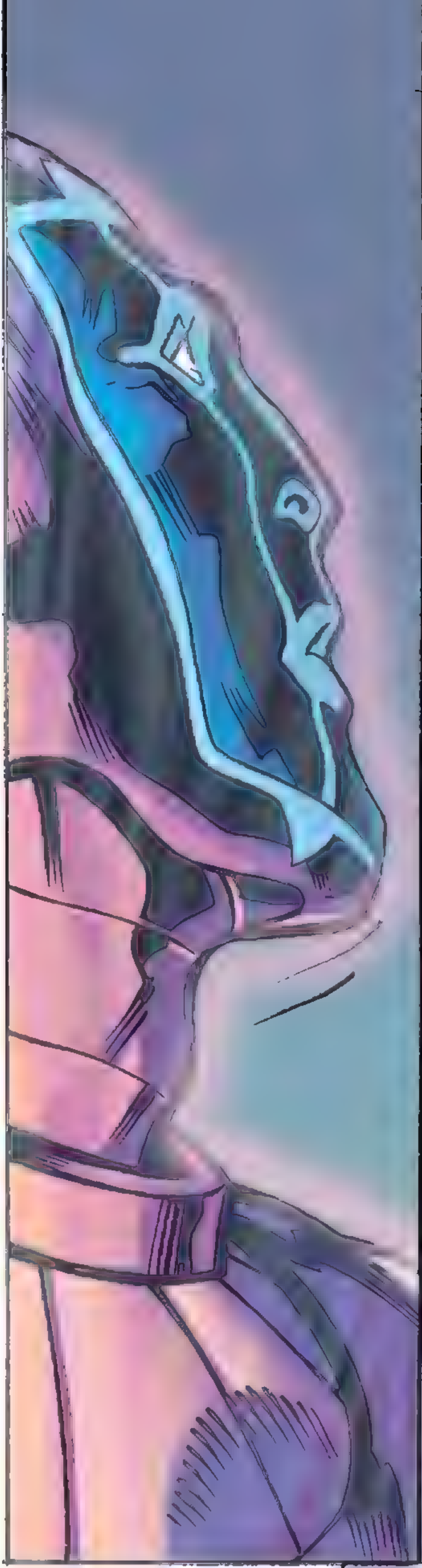


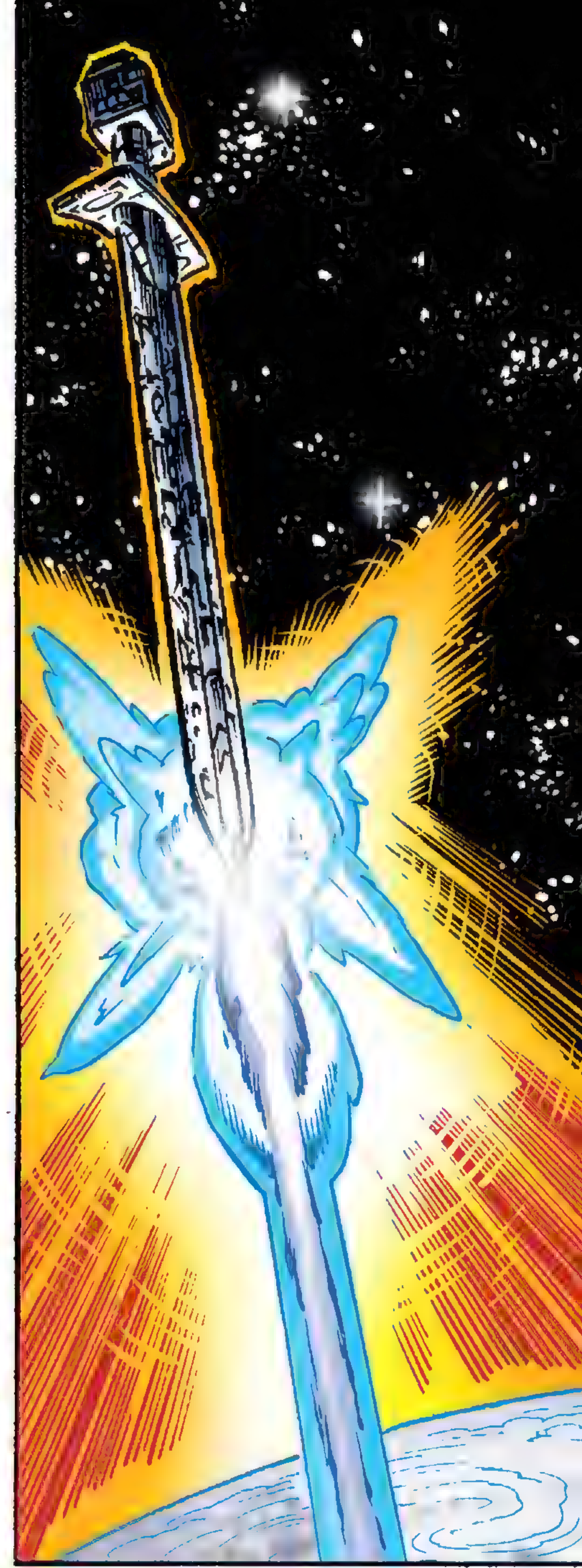




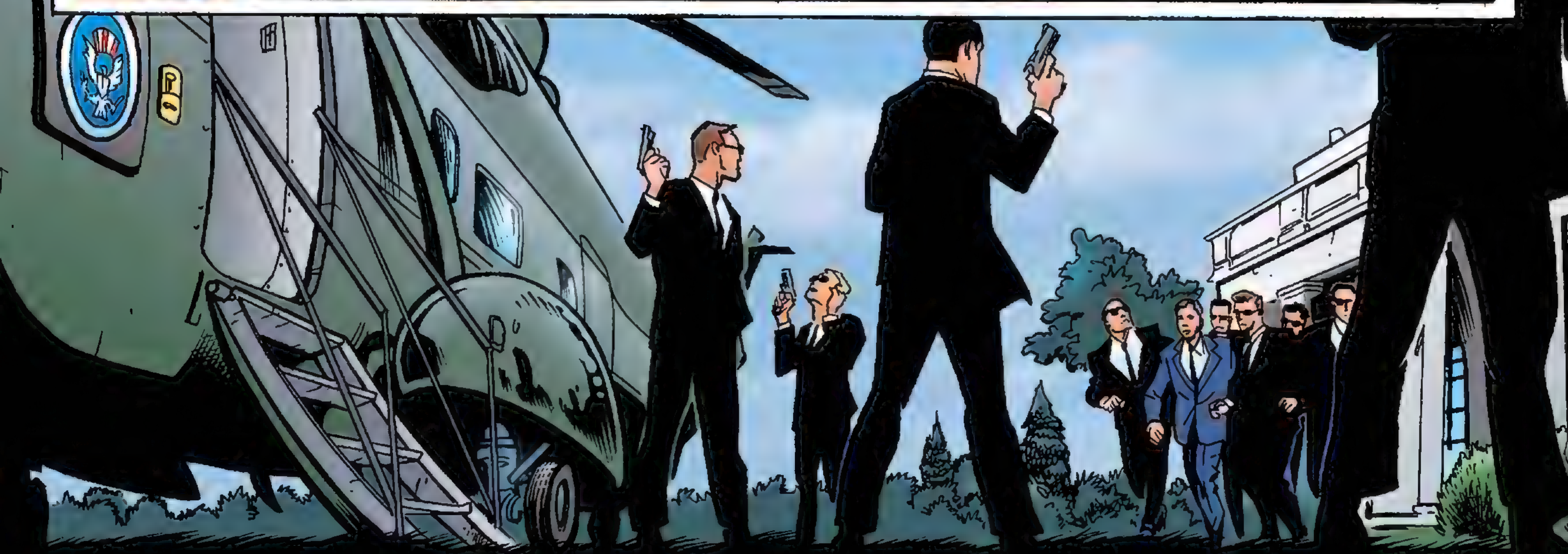
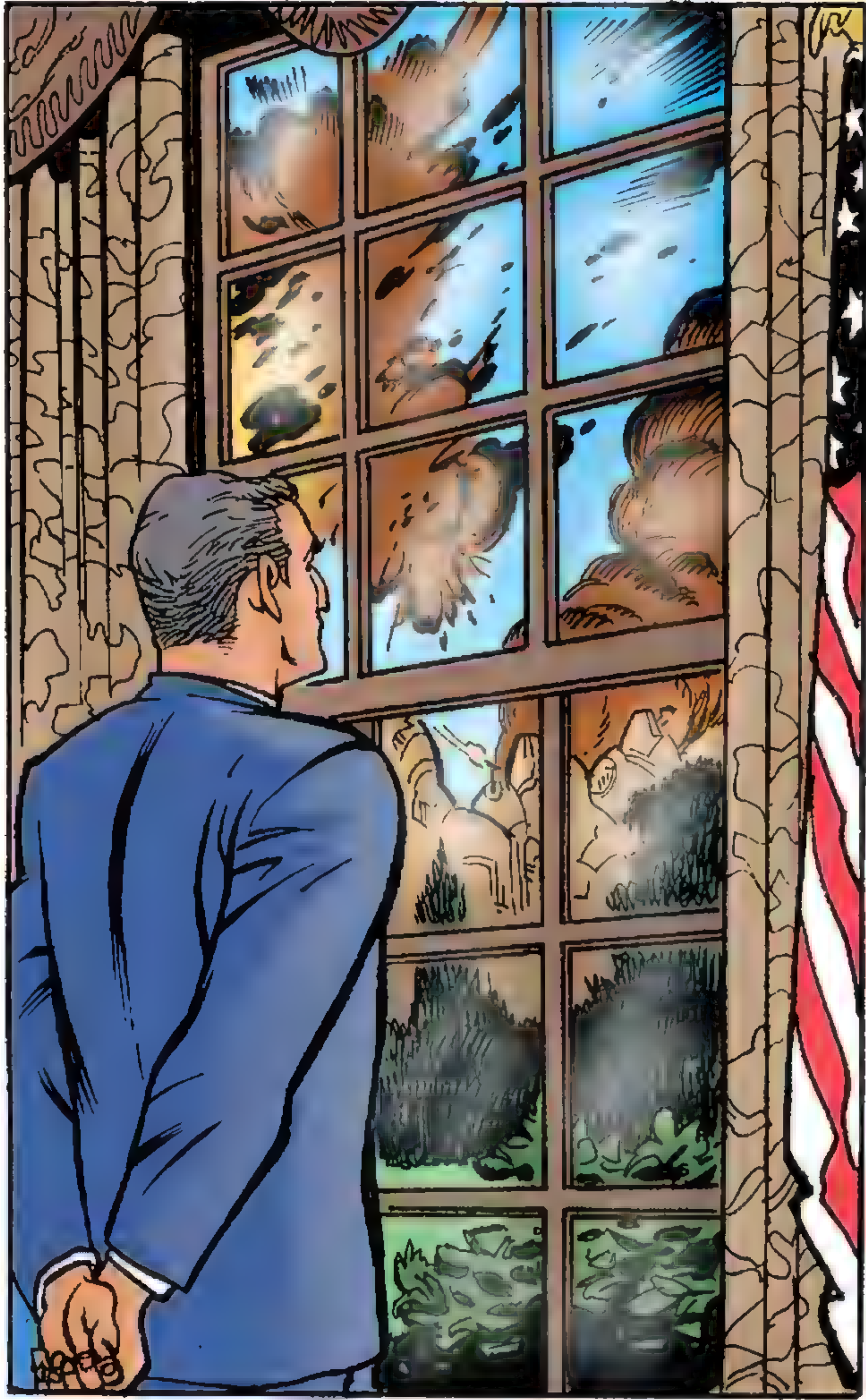
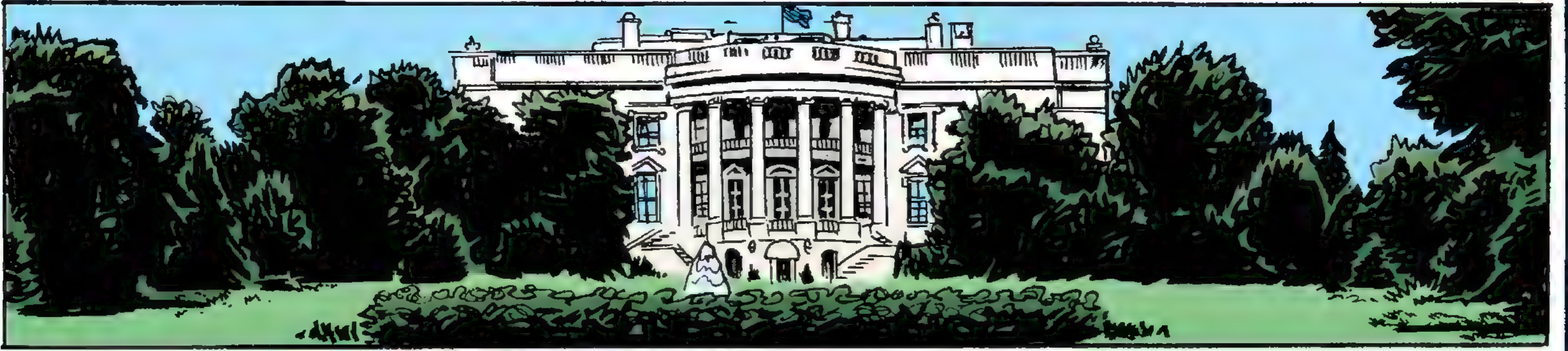












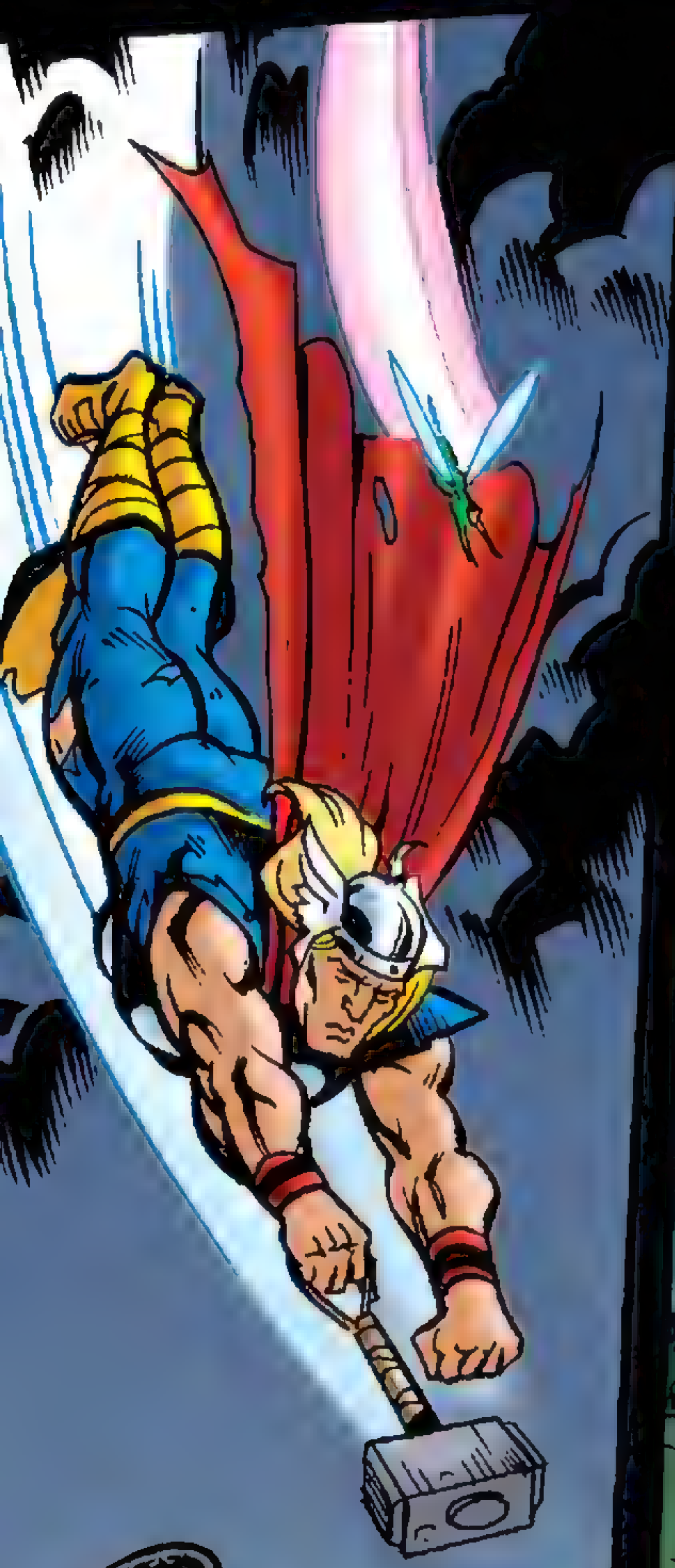
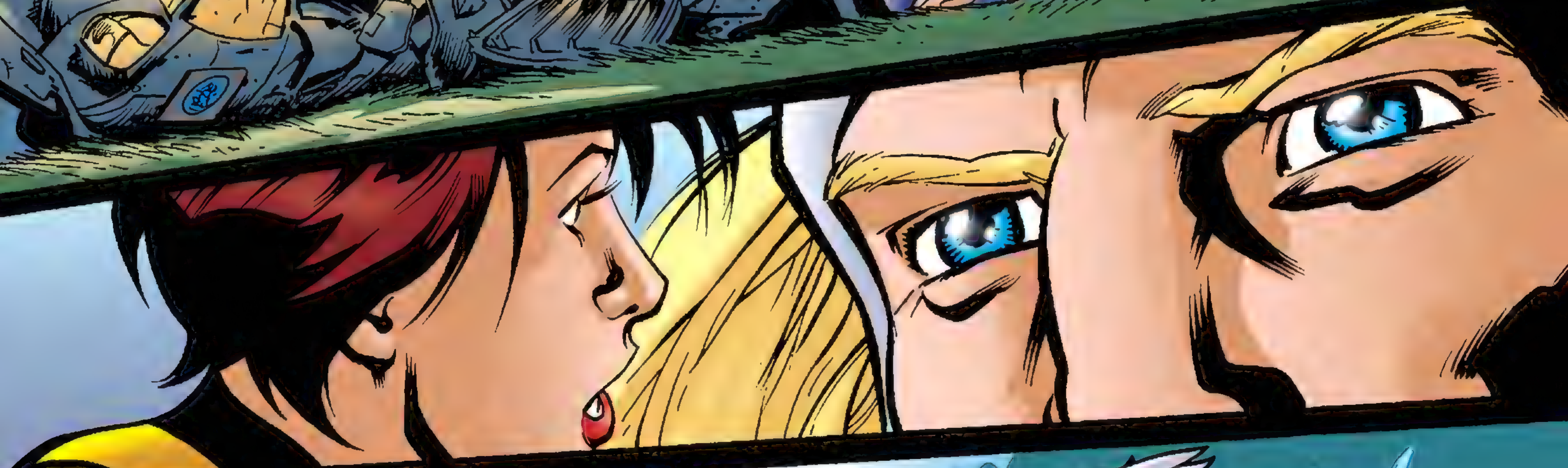
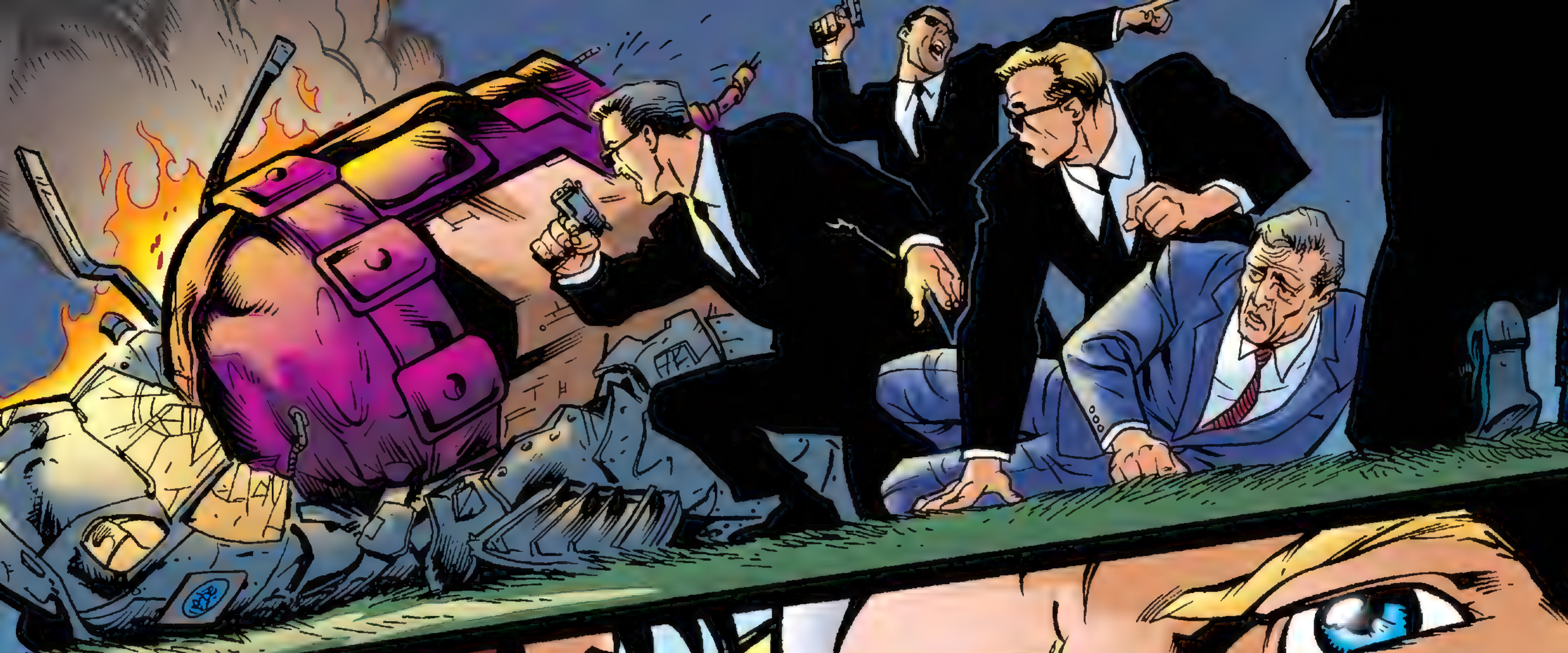


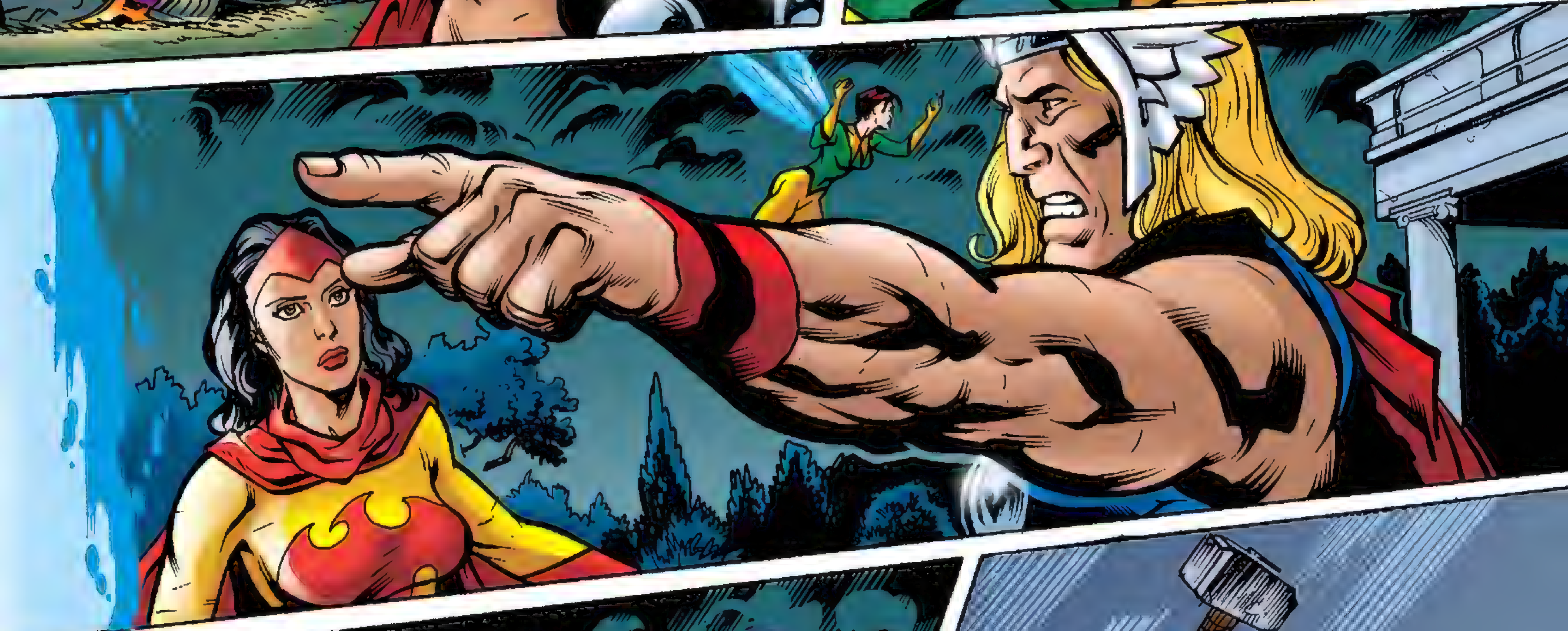
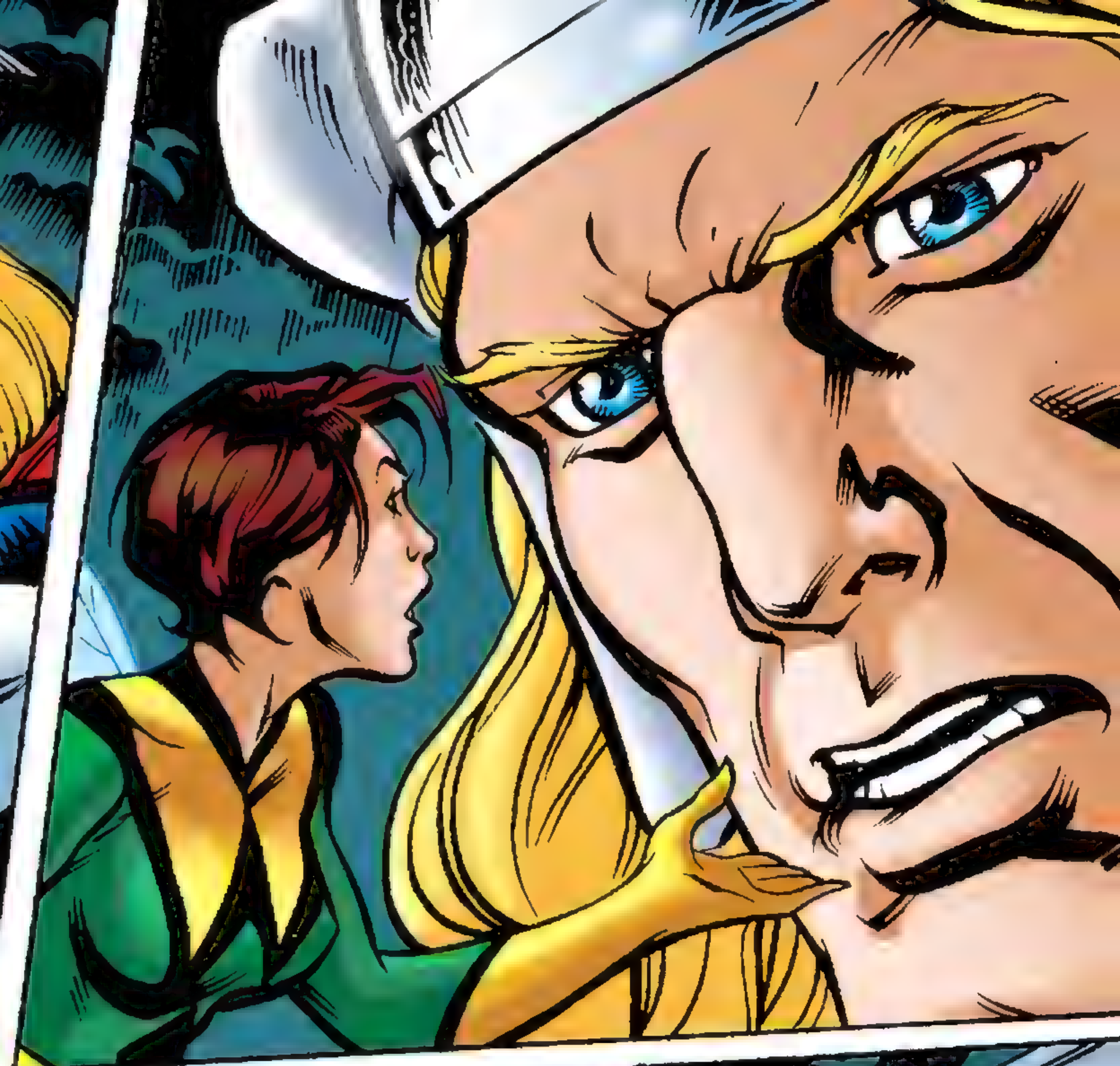




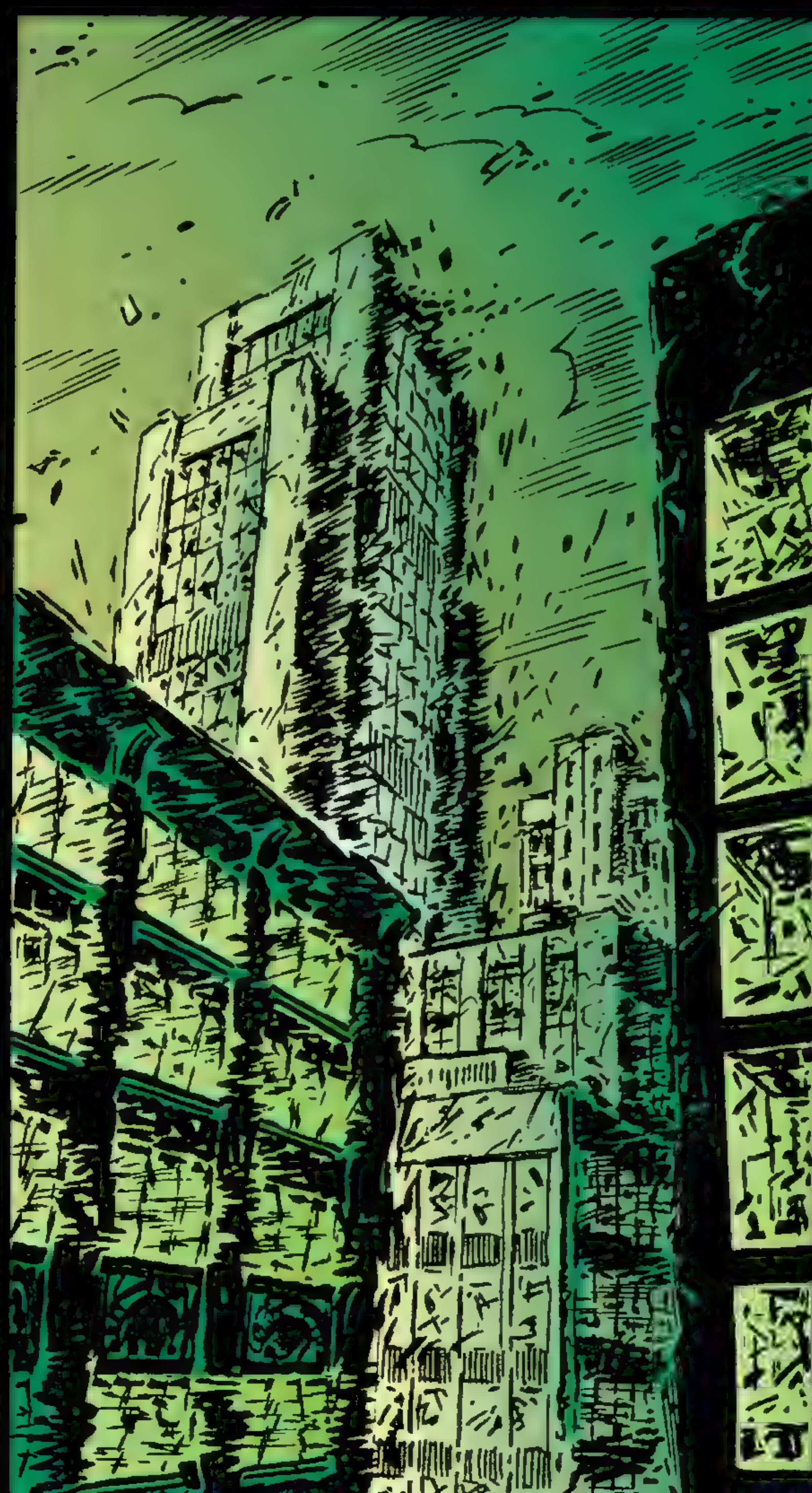
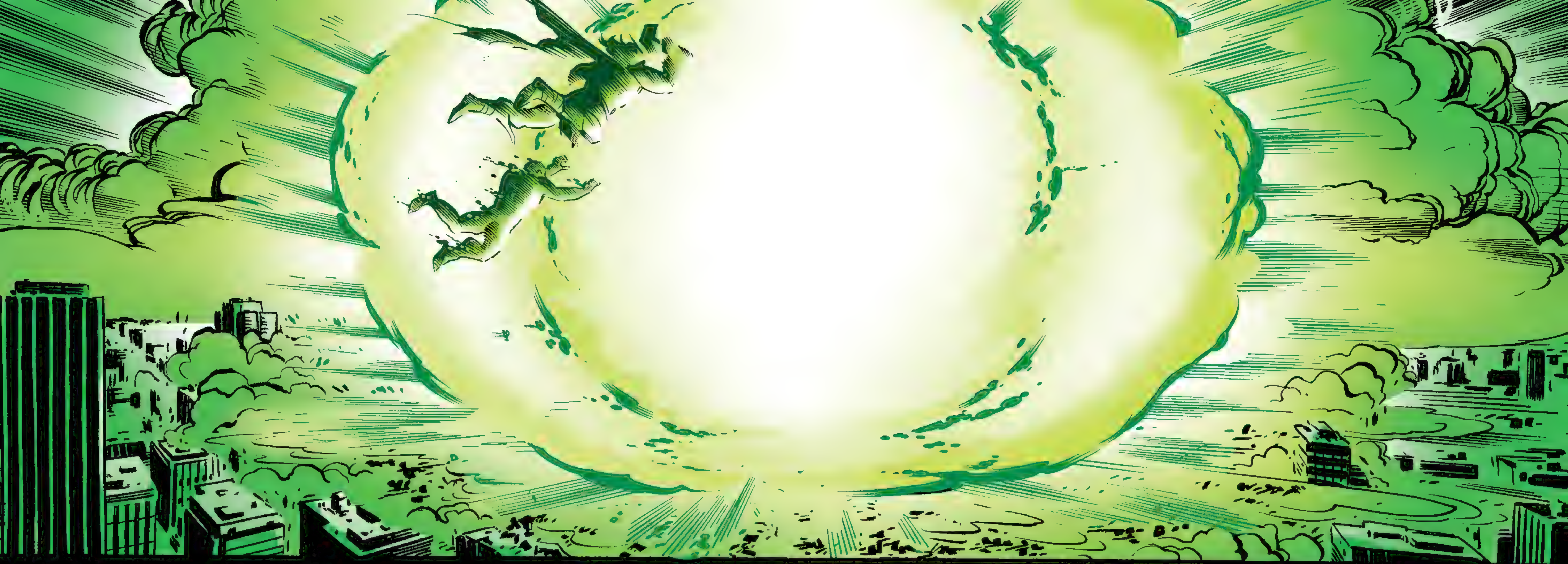


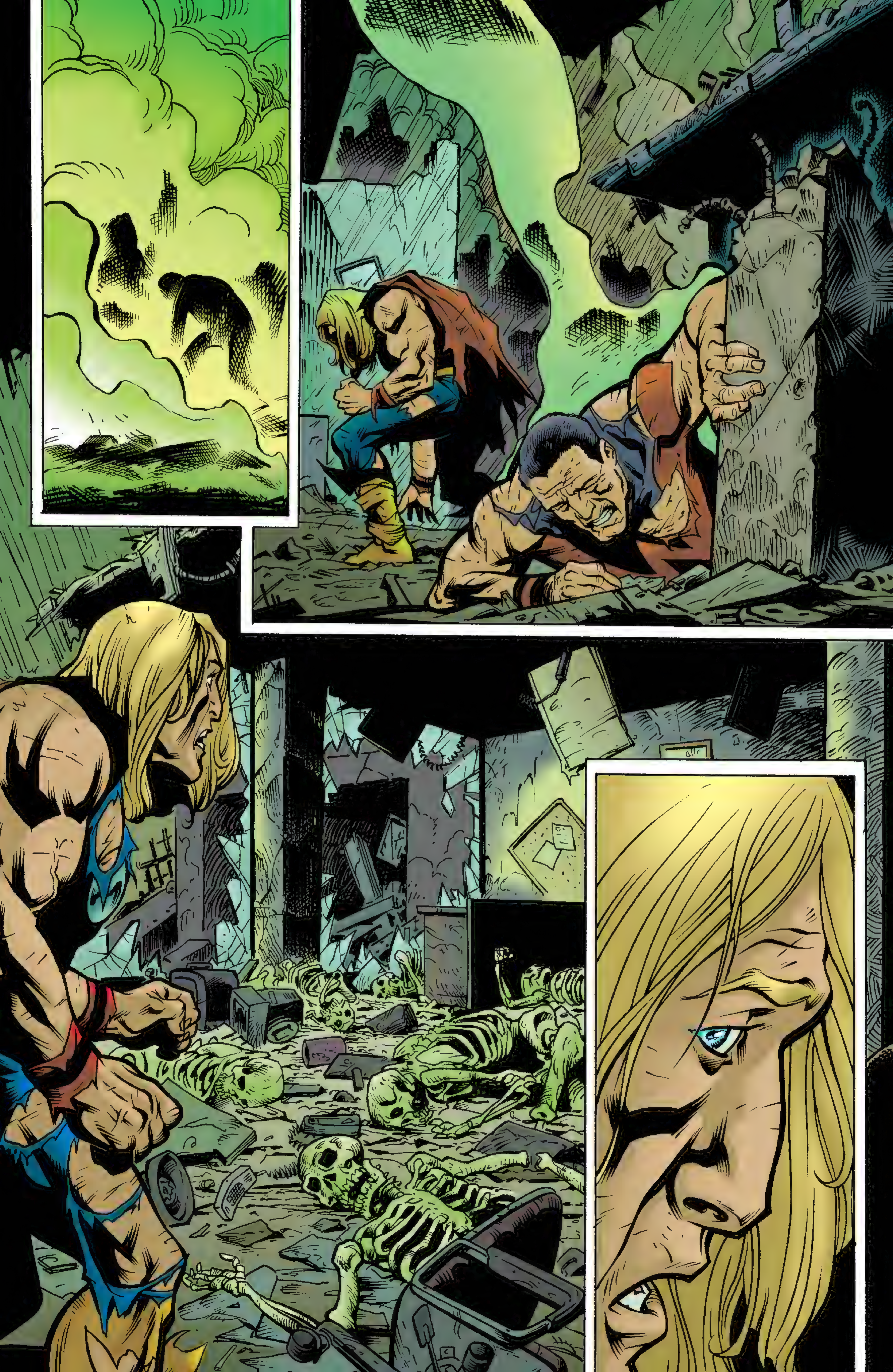




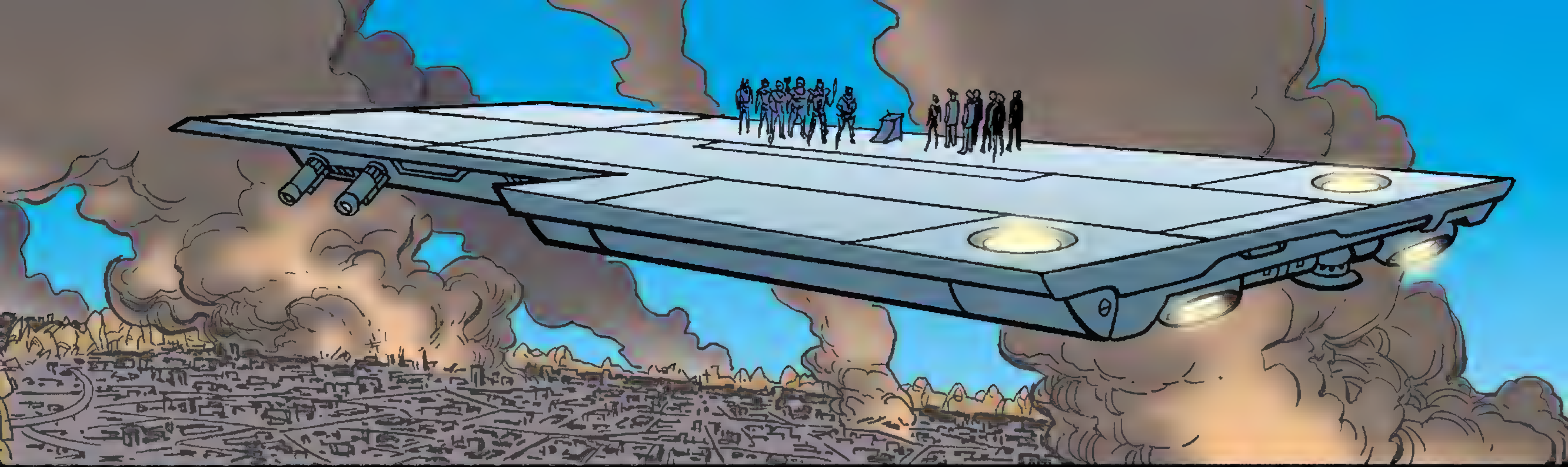


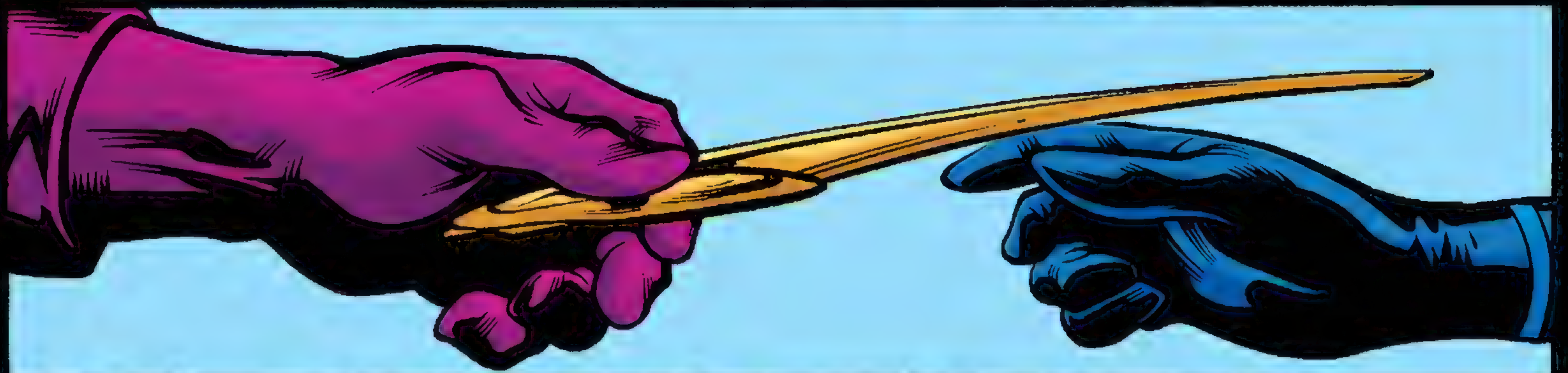
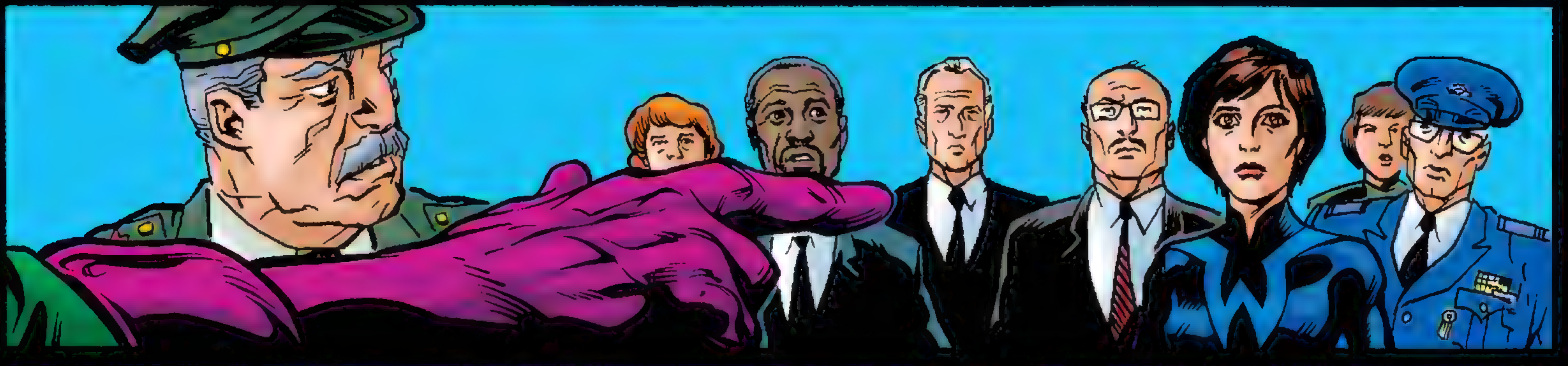








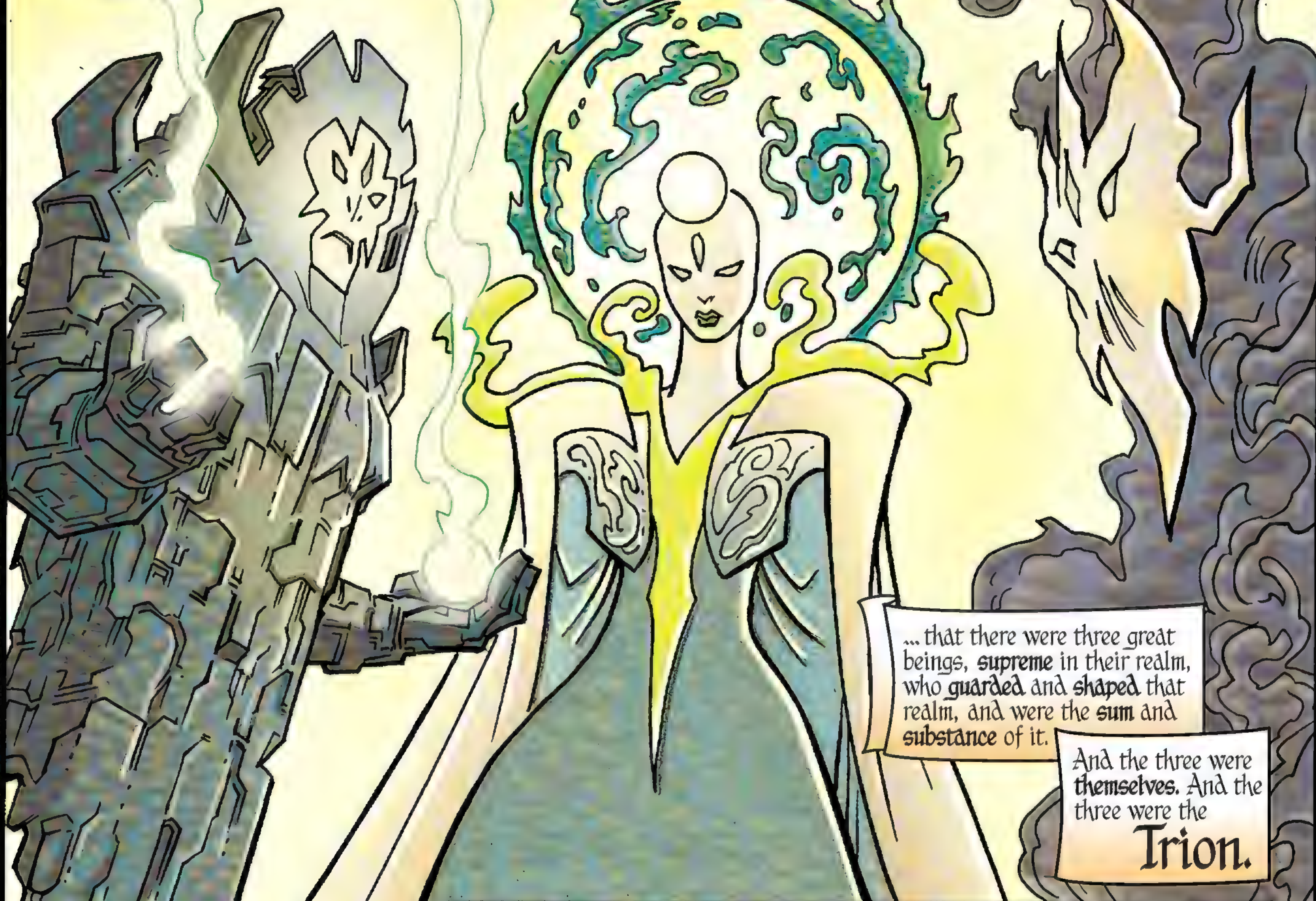




THERE ARE NO WORDS...

KURT BUSIEK WRITER KIERON DWYER WITH RICK REMENDER ARTISTS
TOM SMITH COLORS RICHARD STARKINGS OF COMICRAFT LETTERS
YOUNGQUIST & SUMERAK ASSISTANT EDITORS TOM BREVOORT EDITOR JOE QUESADA CHIEF BILL JEMAS PRESIDENT

And It Came To Pass...



... that there were three great beings, **supreme** in their realm, who **guarded** and **shaped** that realm, and were the **sum** and **substance** of it.

And the three were **themselves**. And the three were the **Trion**.

And countless **reaches** ago, even as such as they reckon time, the Trion took action to **safeguard** their realm.

Three acting as **one**, they created them a sphere of **perfect darkness**...

... and into that sphere they poured all **their darkness**, all the **evil tendency** within them...

... concentrating it **within**, entrapping it, **imprisoning** it forever.



Imprisoning it all...

... all but for one tiny shard...
one jagged fragment of dark,
concentrated evil...

... which tore through a
rift in reality, tore through
into another realm.

And there, in that realm, the
shard began a great journey...

... a long and hungry journey
across the vastness of space...

EARTH ORBIT.





IT'S ALL RIGHT, CAPTAIN AMERICA. KANG APPARENTLY DESTROYED YOUR SHIP -- KNOCKED PHOTON AND THE JACK OF HEARTS FOR A LOOP --

-- BUT THE LIVING LIGHTNING AND I ARRIVED IN TIME TO STOP HIS ROBOT DRONES FROM REACHING YOU -- CAPTURING YOU.

QUASAR.

AND -- AND THE SCARLET WITCH? WHERE'S WANDA?!

LUCKILY, PHOTON MUST HAVE PARTIALLY PHASED INTO HER ENERGY-FORM WHILE UNCONSCIOUS --
-- OR THERE'S NO WAY SHE'D HAVE SURVIVED THE EXPOSURE TO HARD VACUUM.

LO SIENTO, PHOTON. THE DRONES, THEY REACHED HER BEFORE WE DID... TOWED HER BACK TO KANG'S BASE.

WE WERE UNABLE TO PENETRATE ITS FORCE-FIELD.

KANG! HE SAID THERE'D BE RETRIBUTION -- HE WAS GOING TO ATTACK EARTH WITH A FLIGHT OF SENTINELS!

WE'VE GOT TO --

THERE'S ANOTHER SITUATION, CAP.

IT MIGHT TAKE PRECEDENCE.

And it came to pass...



... that the universe reacted to the presence of the evil that journeyed through it... forming opposition, even as a body forms defenses against disease.

And these fragments of light were three in number...



... and they, too, did journey...

... tumbling through trackless space, awaiting a time they would be found... found and used against the taint that had invaded their world.

And in time, one of these fragments... the second of them...



... was found by a ship commanded by sentients... sentients on a mission of reconnaissance and conquest...

I DON'T *KNOW*, WENDELL. WE'VE GOT A CRISIS IN FRONT OF US *RIGHT NOW* -- WE DON'T NEED TO GO LOOKING FOR *MORE*.

I THINK WE SHOULD RETURN TO *EARTH* AT ALL *DELIBERATE SPEED*.



BUT CAP -- WE CAN'T JUST *IGNORE* A POTENTIAL THREAT.

IT COULD BE AS DANGEROUS AS *KANG* -- OR *WORSE!*



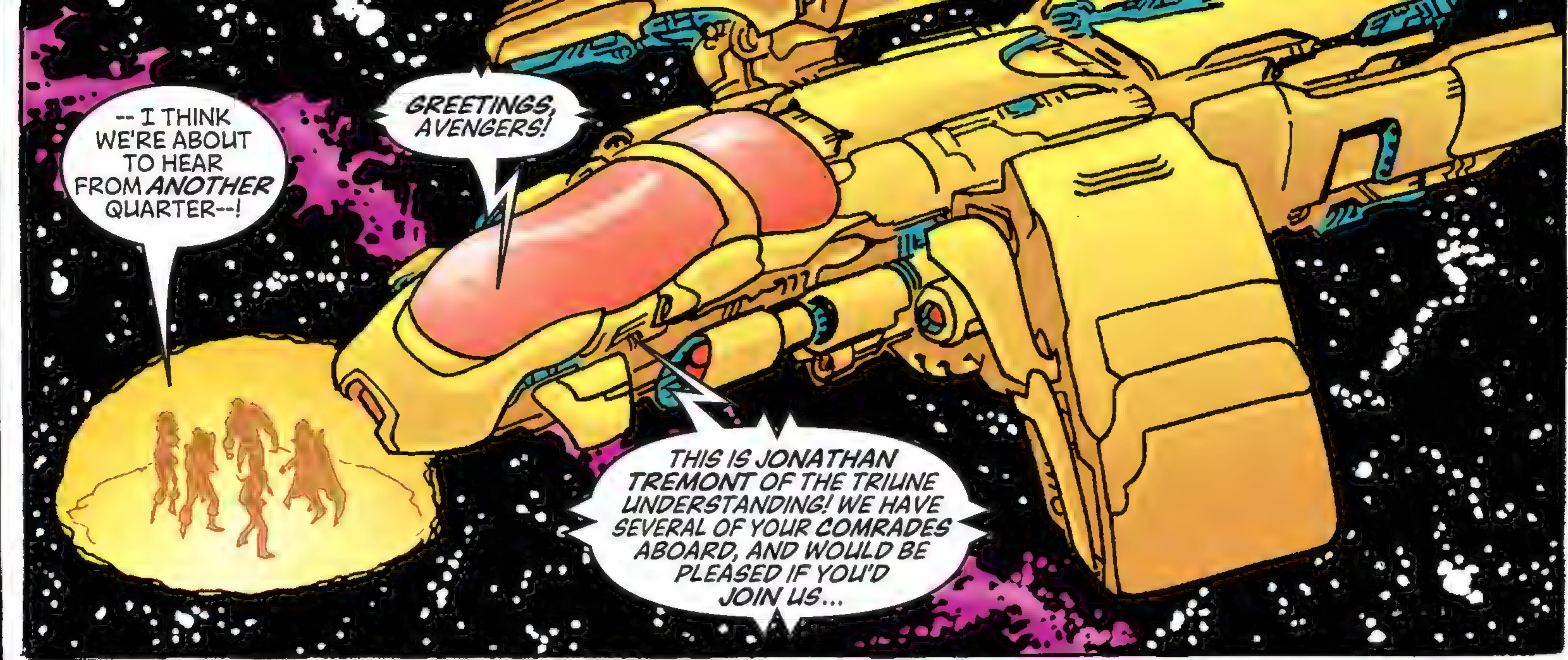
OR IT COULD BE AN *IRRELEVANCE* -- AT A TIME WE HAVE LITTLE ATTENTION TO *SPARE*. WE'VE BEEN DIVIDING OUR FORCES *TOO OFTEN* LATELY --

-- AND IF WE MAKE A SINGLE *MISSTEP* -- IT COULD HAVE *TRAGIC* CONSEQUENCES.

WE'LL DO WHATEVER YOU *SAY*, OF COURSE. BUT --



CAPTAIN --



-- I THINK WE'RE ABOUT TO HEAR FROM ANOTHER QUARTER--!

GREETINGS, AVENGERS!

THIS IS JONATHAN TREMONT OF THE TRIUNE UNDERSTANDING! WE HAVE SEVERAL OF YOUR COMRADES ABOARD, AND WOULD BE PLEASED IF YOU'D JOIN US...



And it came to pass...

... that in a region known as the Naga Hills, in a nation called India, on a planet known by its inhabitants as Earth...

... there grew a village, and that village in time birthed three brothers.



And one of the brothers grew wise...

And one grew strong...

And the third and youngest brother, he had charming ways...

OH, GO ON WITH YOU AND YOUR HONEYED TALK. GO!

But there came to this village a sickness, that swept through its people like fire through dry grass...

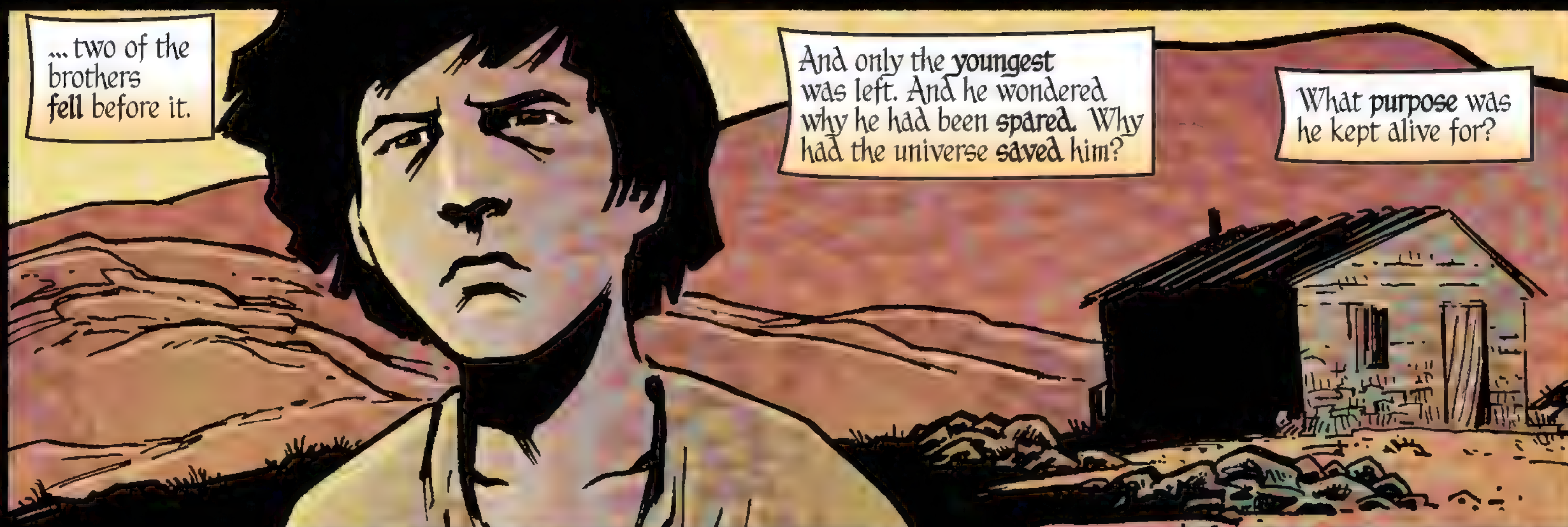
... and for all their wisdom, all their strength...



... two of the brothers fell before it.

And only the youngest was left. And he wondered why he had been spared. Why had the universe saved him?

What purpose was he kept alive for?



What role was he to play?

TRIATHLON, VISION, FIRESTAR. IT'S GOOD TO SEE YOU. BUT HOW DID...?

JUSTICE IS HERE AS WELL, CAPTAIN. WE CAME ON THIS MISSION WITH THE TRIUNE... AND THERE IS MUCH TO TELL YOU ABOUT IT.

MAYBE LATER, VISION. WE DON'T HAVE MUCH TIME.

THIS THREAT -- THIS MISSION -- I ASSUME THEY'RE LINKED. IN BRIEF, THEN -- WHAT IS IT, AND WHERE?

IN BRIEF, CAPTAIN? I BELIEVE I CAN ACCOMPLISH THAT IN A WORD, AS WE ARE COMING UP ON OUR DESTINATION NOW.

THE THREAT WE SPEAK OF IS...

...THERE!

AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND!
STAN LEE PRESENTS: THE MIGHTY AVENGERS!

Book of Revelations

A VERY UNUSUAL FIFTIETH ISSUE CELEBRATION BROUGHT TO YOU BY:
WRITER: KURT BUSIEK ARTISTS: KIERON DWYER & RICK REMENDER
COLORS: TOM SMITH LETTERS: RICHARD STARKINGS & COMICRAFT'S ALBERT MARC SUMERAK, JEFF YOUNGQUIST ASSISTANT EDITORS TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT

I SEE.
THEN PERHAPS... I DO NEED TO KNOW MORE ABOUT THIS...

And it came to pass...

DRIVE IN

... that in a region known as California, in a nation called the United States...

THAT'S *CHUCK* FOR YOU, PEG. THE FASTEST *JETS*, THE NEWEST *CARS*...

...AND THE BEST TASTE IN *GIRLS*!

WHY, HAL -- YOU'LL TURN MY HEAD...!

... there were two more brothers.

And one was strong, and one was weak and sickly. But there was a bond between them...

... a bond that attracted a young woman of their tribe to both of them.

The elder, stronger brother was a warrior...

... the warrior-brother encountered another, advanced far beyond his experience.

HOLY CATS! -- A U.F.O.!!

But he bested his captors...

THAT WAS YOUR *FIRST MISTAKE*, GREENIE --

-- AND *HERE'S YOUR SECOND!*

... and escaped, flying free once more.

... a warrior chosen to test a swift flying machine, great by the measure of their tribe.

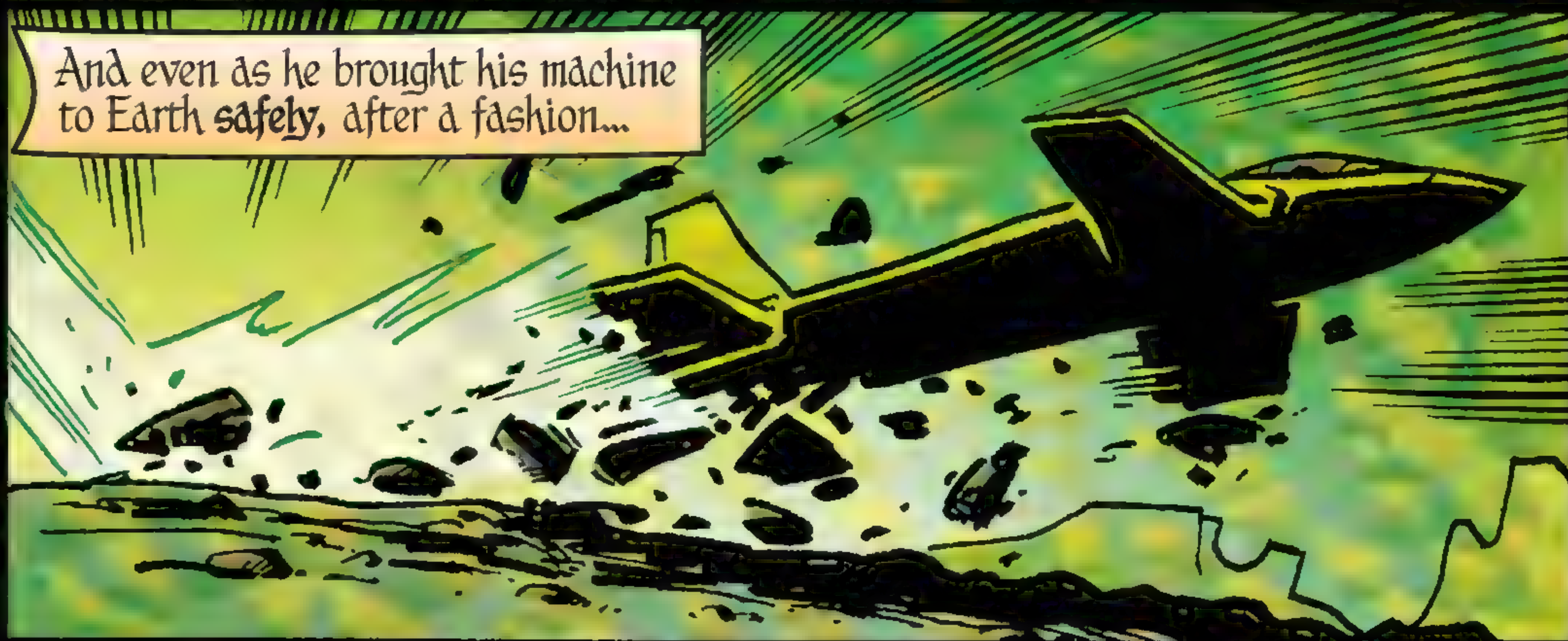
But swift and great as the machine was, during the test...

The warrior-brother was captured, drawn into the larger ship.

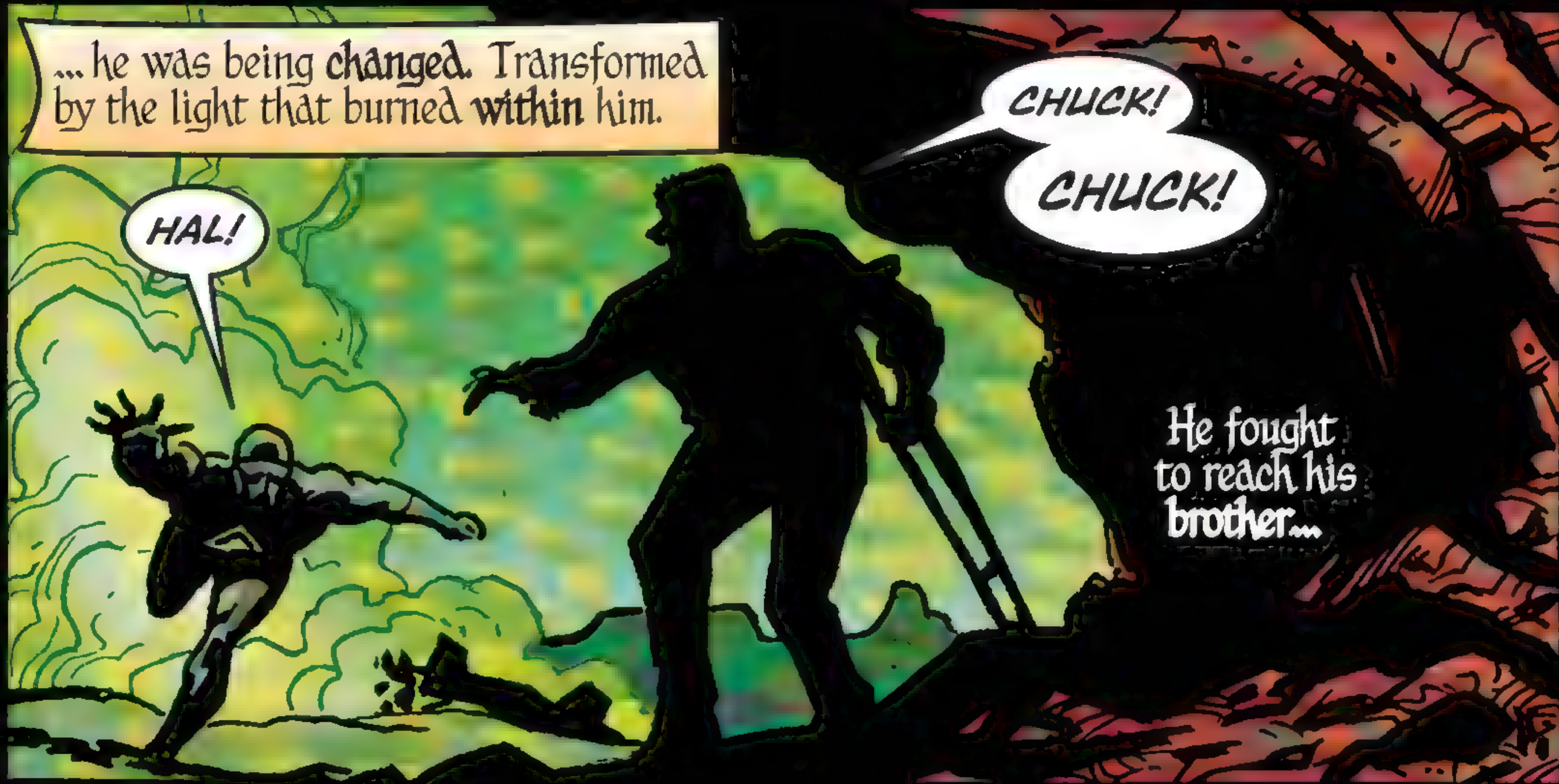


But as he soared free of the destruction of the invader craft, he was bathed in light, and heat, and power...

... for the invader craft had held the second fragment of light...



And even as he brought his machine to Earth safely, after a fashion...



... he was being changed. Transformed by the light that burned within him.

HAL!

CHUCK!

CHUCK!

He fought to reach his brother...



... and even as he was pulled apart...

... pulled into two...

... his brother's bond with him held him together... embracing him, grounding him. And where there were three... there was one.



It was the younger brother who walked the Earth thereafter. But he could release his brother's spirit, give it form, for brief periods...

S-SOME KINDA JAZZED-UP G-MAN! GUN 'IM DOWN!

NOT A CHANCE, HOODLUMS! WHEN THE 3-D MAN'S IN TOWN, CHEAP PUNKS LIKE YOU HEAD UPSTATE --

-- FOR A LONG STRETCH AT FOLSOM!

And in that form, and in that era...

... two brothers became a single hero.

...AND WITH THE SHIP ALREADY LAUNCHED, WE WERE UNABLE TO AID THE FALLEN TRIUNE ACOLYTES BELOW...

...AND DID NOT THINK IT WISE TO STRAIN THEM FURTHER BY FORCING A LANDING.

SO HERE YOU ARE. WELL, I CAN'T SAY I LIKE THE IDEA OF DRAINING HUMAN PSYCHES TO POWER A SPACESHIP --

-- BUT I DON'T LIKE HEARING ABOUT AVENGERS SPYING ON PRIVATE CITIZENS, EITHER.

WE THOUGHT IT NECESSARY, CAPTAIN. AND AS WE DISCOVERED --

AS YOU DISCOVERED, YES. ALWAYS EASY TO JUSTIFY THINGS AFTER THE FACT.

IT SOUNDS LIKE I'M GOING TO HAVE TO HAVE A TALK WITH IRON MAN WHEN WE GET BACK. AND WITH YOU AND WARBIRD, AS WELL.

BUT IN THE MEANTIME, WE'RE HERE. THE HAND'S BEEN DEALT, SO LET'S PLAY IT OUT.

QUASAR, YOU SAY THE PYRAMID WAS PICKED UP BY THE DEEPSPACE SCANNERS?

YES, CAP. AND WE HAD TO INVESTIGATE. IT WAS MOVING SO FAST, ON A DEAD-ON COURSE FOR EARTH --

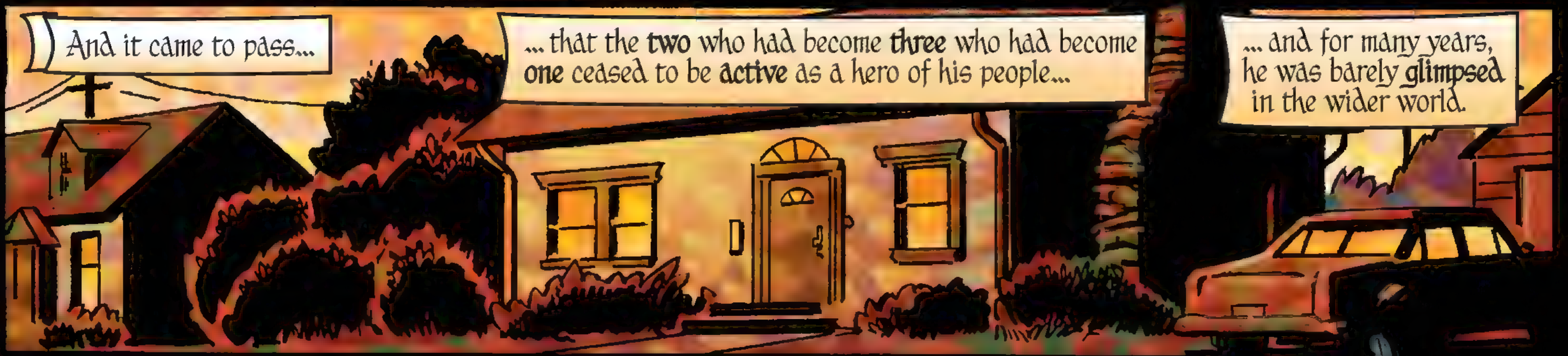
-- AND THE DATA INDICATED IT HOLDS ENORMOUS POWER.

POWER? IT HOLDS MORE THAN THAT, MY FRIENDS. WHAT PULSES WITHIN ITS DEPTHS IS PURE, UNALLOYED EVIL --

-- AND IT MAY BE THE GREATEST DANGER EARTH HAS EVER FACED.

IT IS THE TRIPLE-EVIL, AVENGERS. ITS COMING HAS BEEN FORETOLD --

-- AND IT MUST BE STOPPED. THAT IS THE ONE AND ONLY REASON THE TRIUNE UNDERSTANDING WAS CREATED.



And it came to pass...

... that the two who had become three who had become one ceased to be active as a hero of his people...

... and for many years, he was barely glimpsed in the wider world.



The sickly brother came to love the woman who'd loved his brother, and she loved him too. And they wed...

... and they created them a family, which grew and departed, as families do...



And in time, the brother began to have dreams. Urgent, insistent dreams...

...AND I FEEL THEM **CALLING**, PEG. CALLING ME HALFWAY 'ROUND THE **WORLD**. AND I'VE GOT TO **GO**, GOT TO ANSWER... BEFORE I **CRACK UP** COMPLETELY.

THIS **CALL**, HAL... IS IT DANGEROUS?

I **THINK** SO, YES.

BUT I'VE **STILL** GOT TO GO.

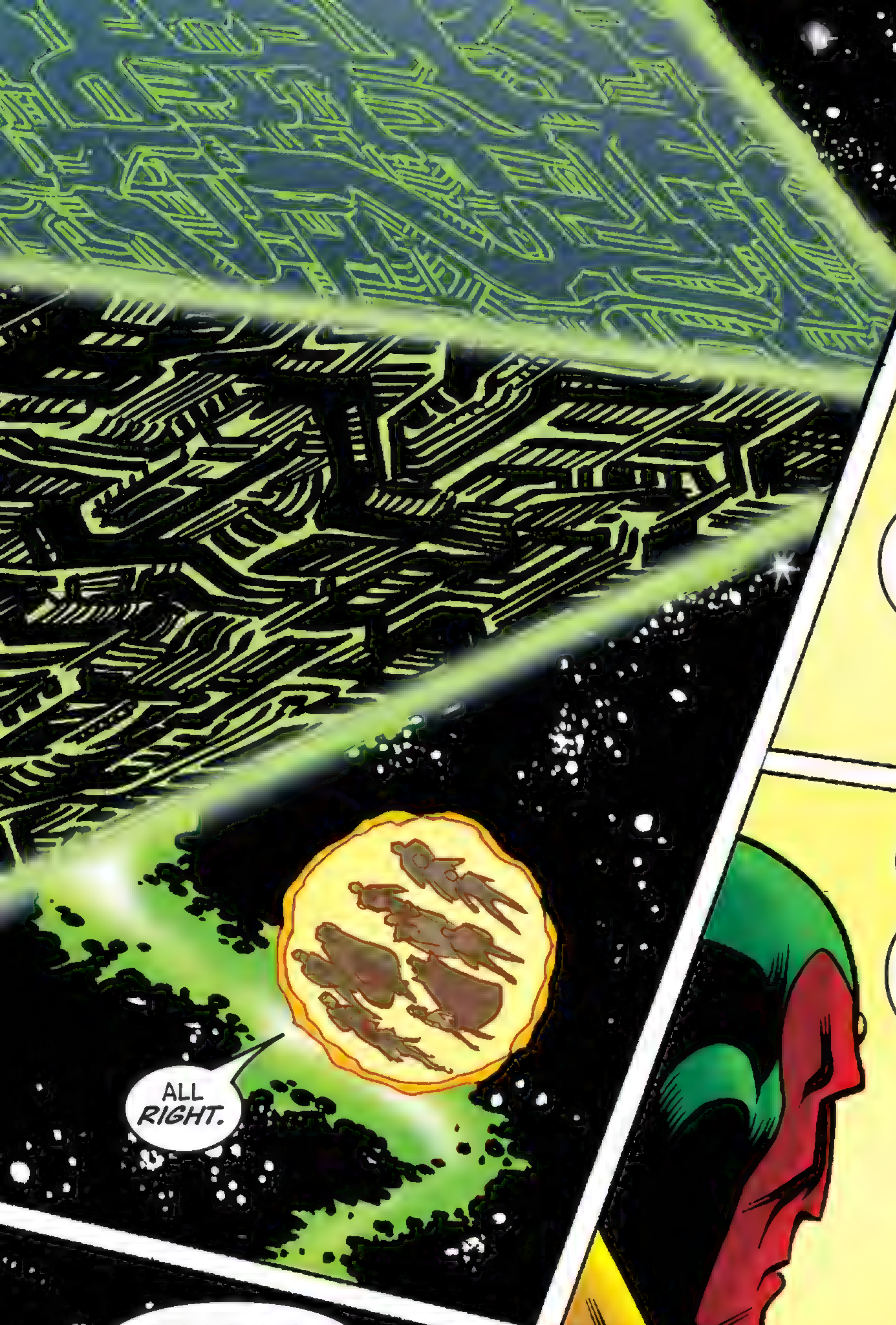


THEN **GO**. BUT PROMISE ME **THIS**, HAROLD CHANDLER. **WHATEVER** THIS CALL IS, **WHATEVER** HAPPENS...

...YOU'LL **COME BACK** TO ME.

I **PROMISE**, PEGGY.

I **LOVE** YOU. AND I'LL **COME BACK** TO YOU.



I WANT TO BE CLEAR ON THIS. WE'RE HERE, AND WE'LL INVESTIGATE --

-- BUT WE'RE NEEDED ON EARTH, AND WE CAN'T SPARE ANY MORE TIME THAN IS NECESSARY. IF IT TURNS OUT THAT THIS IS SOMETHING THAT CAN BE PUT OFF --

-- THEN WE PUT IT OFF, RETURN TO EARTH, AND DEAL WITH THIS THING AFTER KANG'S NO LONGER A THREAT.



UNDERSTOOD, CAPTAIN. BUT I TELL YOU NOW --

-- WE WILL FIND THAT DEALING WITH THE TRIPLE-EVIL CANNOT BE DELAYED, CANNOT BE PUT OFF.

YOU WILL SEE.



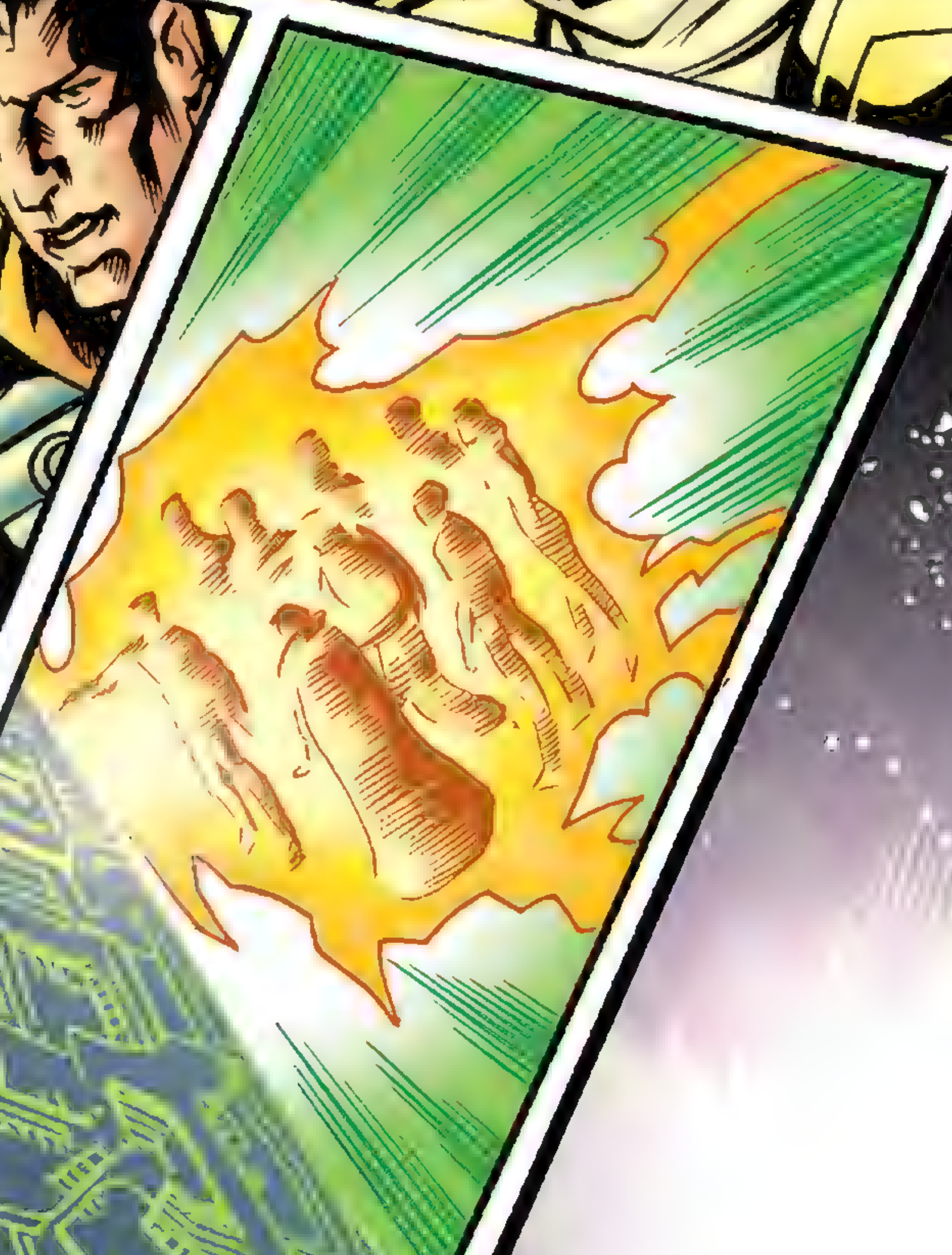
OKAY, QUAZE -- WE'RE IN CONTACT. YOU CAN OPEN A GAP IN THE Q-BUBBLE. STILL DON'T SEE ANY HATCHES, BUT --

-- HEY, THAT'S FUNNY. I THOUGHT THIS WAS MACHINERY --



-- BUT IT LOOKS MORE ORGANIC, LIKE A HIDE. OR A SCAB.

I'LL SEE WHAT IT FEELS L --





And it came to pass...

... that the younger brother's quest brought him across his world, to an area north of the Naga Hills...

... to mountains known to men as the Himalayas.

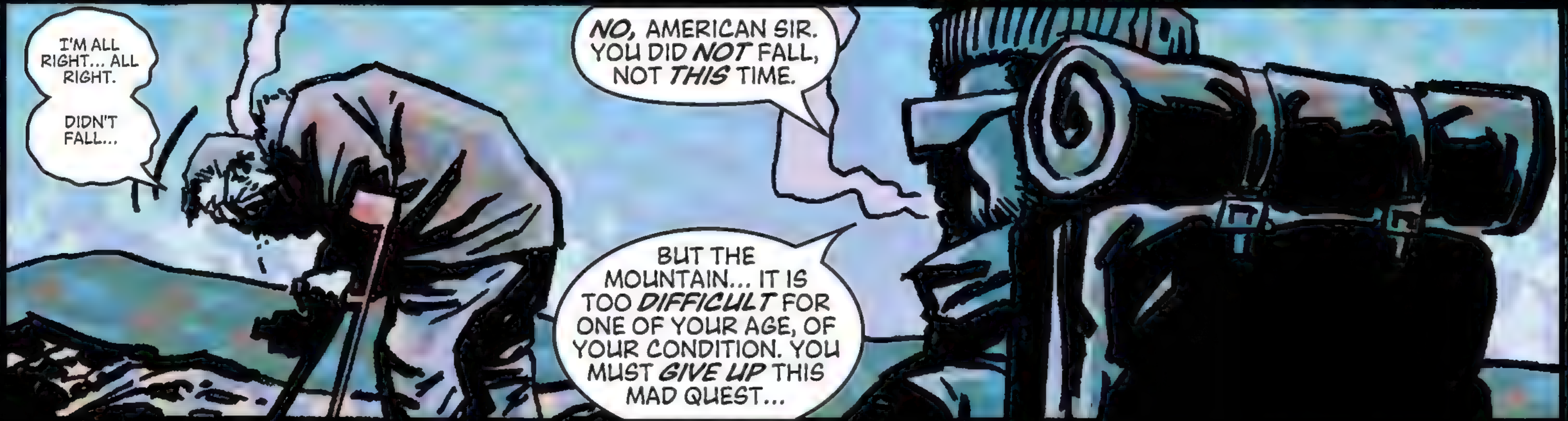


And for months he felt the call... for months he searched...



A-AAAH!

AMERICAN SIR!



I'M ALL RIGHT... ALL RIGHT.

DIDN'T FALL...

NO, AMERICAN SIR. YOU DID NOT FALL, NOT *THIS* TIME.

BUT THE MOUNTAIN... IT IS TOO *DIFFICULT* FOR ONE OF YOUR AGE, OF YOUR CONDITION. YOU MUST *GIVE UP* THIS MAD QUEST...

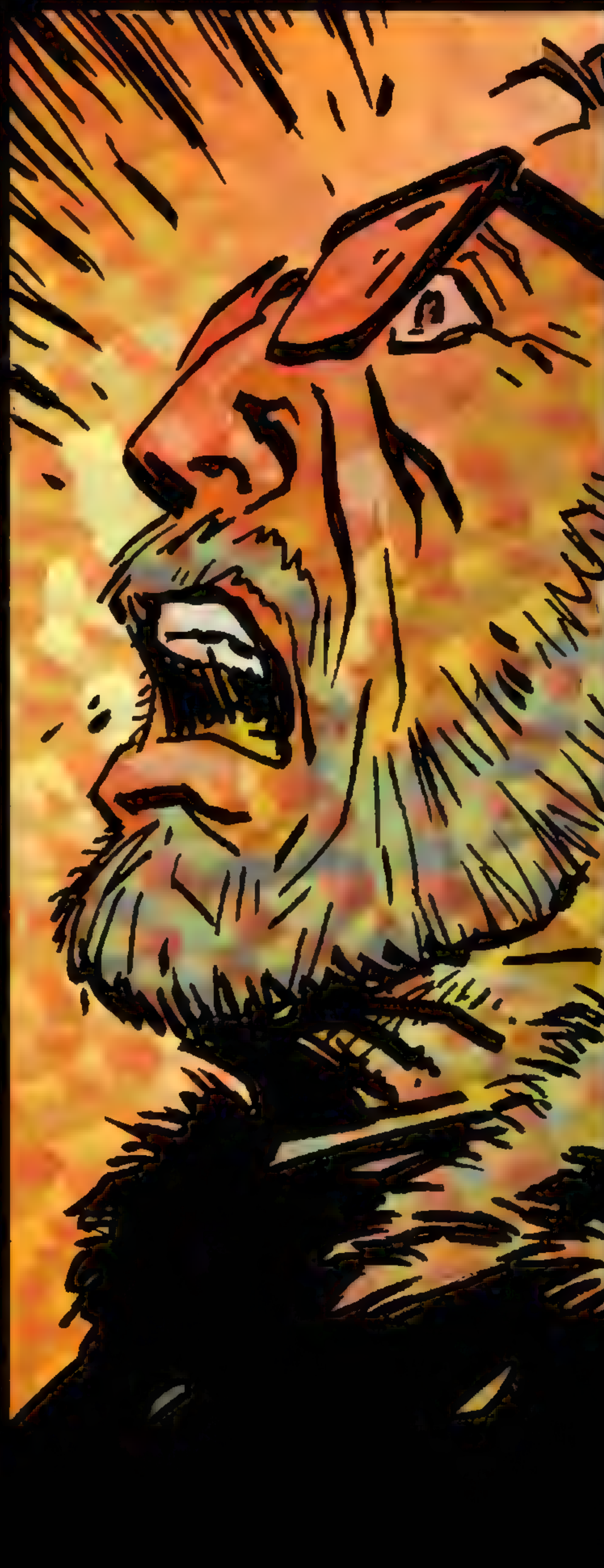


NO...

NO, I *CAN'T*. I'VE GOT TO -- GOT TO KEEP *GOING* -- I CAN FEEL IT --

IT'S IMPORTANT -- IMPORTANT --







JACK!
JACK OF HEARTS!
GOOD NEWS!
GOOD NEWS! WE'VE
FOUND A WAY TO GIVE YOU
COMPLETE CONTROL OVER
YOUR POWER! YOU'LL BE
ABLE TO TURN IT ON AND
OFF AT **WILL** --
-- SO YOU WON'T
HAVE TO WEAR YOUR
ARMOR TO HOLD IT IN!
YOU'LL BE ABLE TO LEAD
A **NORMAL LIFE**!

REALLY?

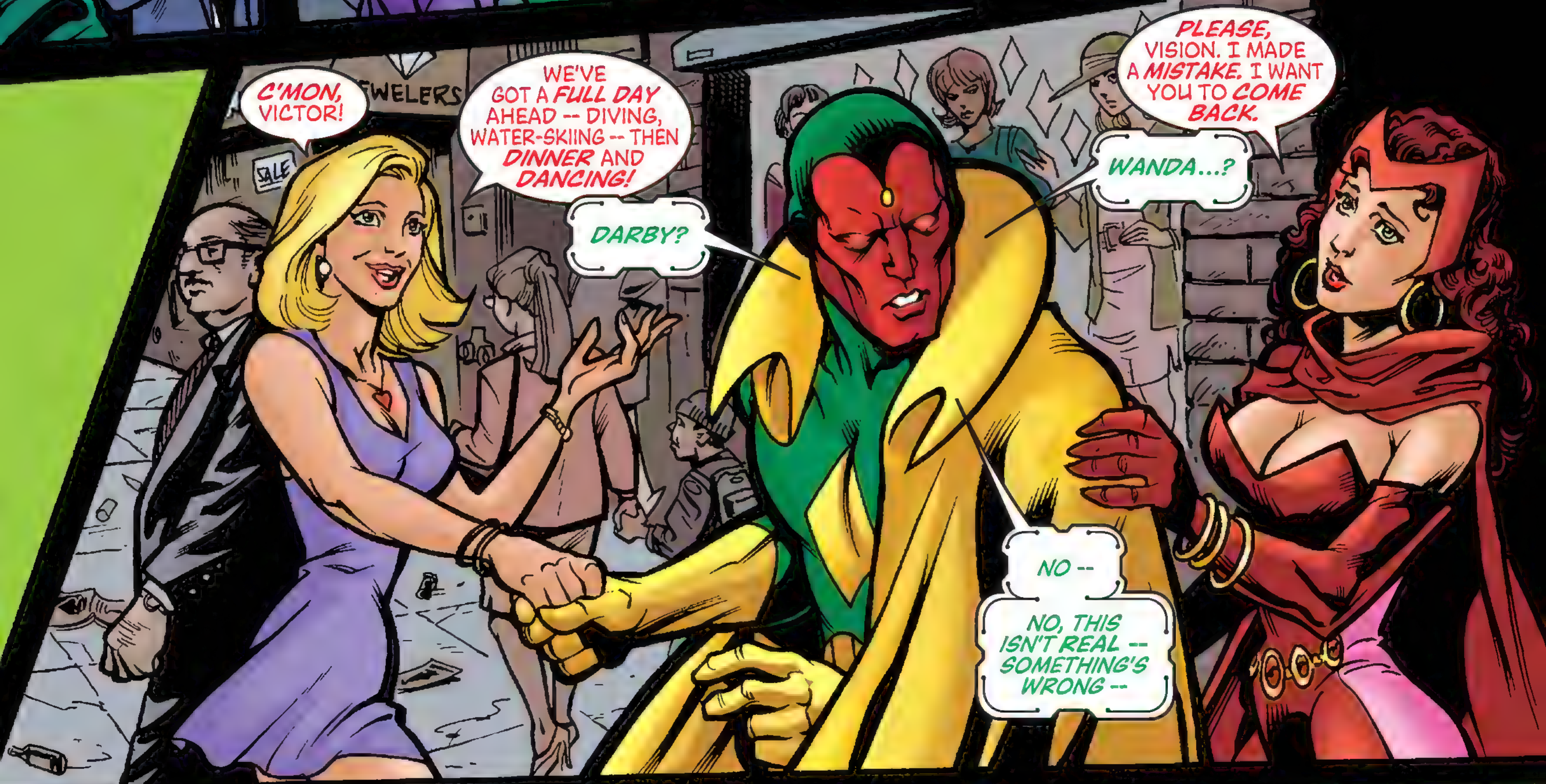
YES! AND
THAT'S NOT **ALL!** THE
MORE SOPHISTICATED
GENETIC SCANS WE
DID, TO FIND THAT
SOLUTION?
THEY'VE
REVEALED THAT
THERE WAS AN
ERROR -- YOU'RE
NOT HALF-ALIEN AT
ALL! YOU'RE **100% HUMAN!**



MIGUEL SANTOS! YOUR
TIME AS **LIVING LIGHTNING**, WITH THE
AVENGERS, MADE
YOU A **SHOO-IN** FOR
ASSEMBLYMAN -- AND
NOW FOR
GOVERNOR!
WHAT'S NEXT?
THE SENATE?

WHY
THINK **SMALL**,
CARMEN?

I'VE BEEN ABLE
TO DO SO MUCH GOOD
FOR THE LATINO COMMUNITY
ALREADY -- WHY STOP
THERE?
WHY
NOT GO **ALL**
THE WAY?



C'MON,
VICTOR!

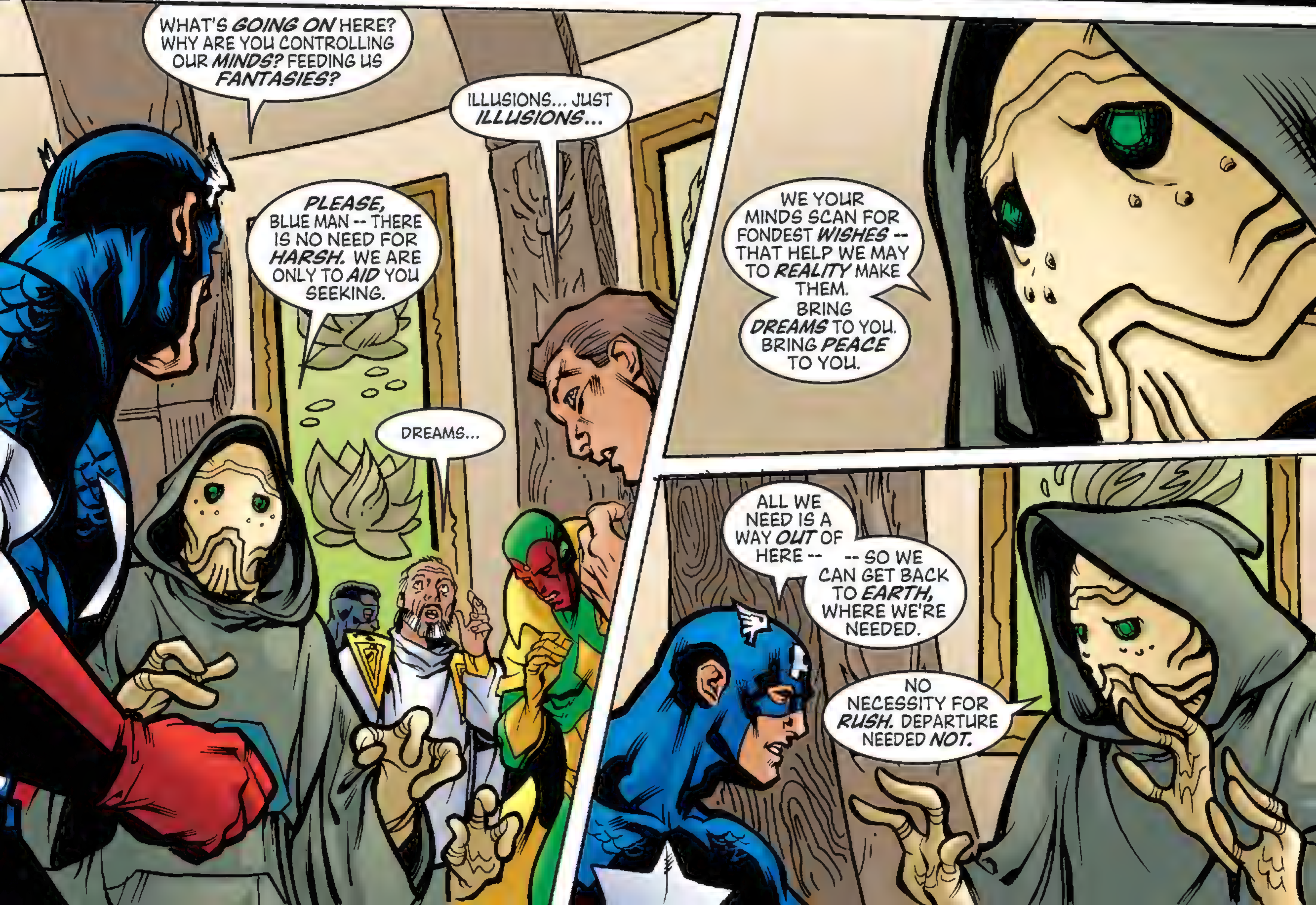
WE'VE
GOT A **FULL DAY**
AHEAD -- DIVING,
WATER-SKIING -- THEN
DINNER AND DANCING!

DARBY?

PLEASE,
VISION. I MADE
A **MISTAKE**. I WANT
YOU TO **COME BACK**.

WANDA...?

NO --
NO, THIS
ISN'T REAL --
SOMETHING'S
WRONG --







UH-OH.

I THINK WE
FOUND BOSS TREMONT'S
"TRIPLE-EVIL"...

SWIFTLY,
AVENGERS!
A DEFENSIVE
FORMATION!

THEY MASS
TO ATTACK --!

And it came
to pass...

... that as the
enemy within leapt
to the attack...

... the planet's
assembled heroes
suddenly felt...
awareness.

HUH?

IN MY
HEAD -- MY
MIND!

ANOTHER
ATTACK!

NO -- IT'S
JUST *IMAGES* --
JUST INFORMATION!
JUST --



"-- THE TRUTH!"

And they saw. They saw,
as the shard of darkness
journeyed across space.

Wherever its path took it, it
radiated foul, corrupting evil.

And wherever its path took it, it
found resistance. Mighty empires.
Lone planets. All who encountered
it fought against it --

-- and all were lost. Their
best and bravest were enticed
into dreams and death...



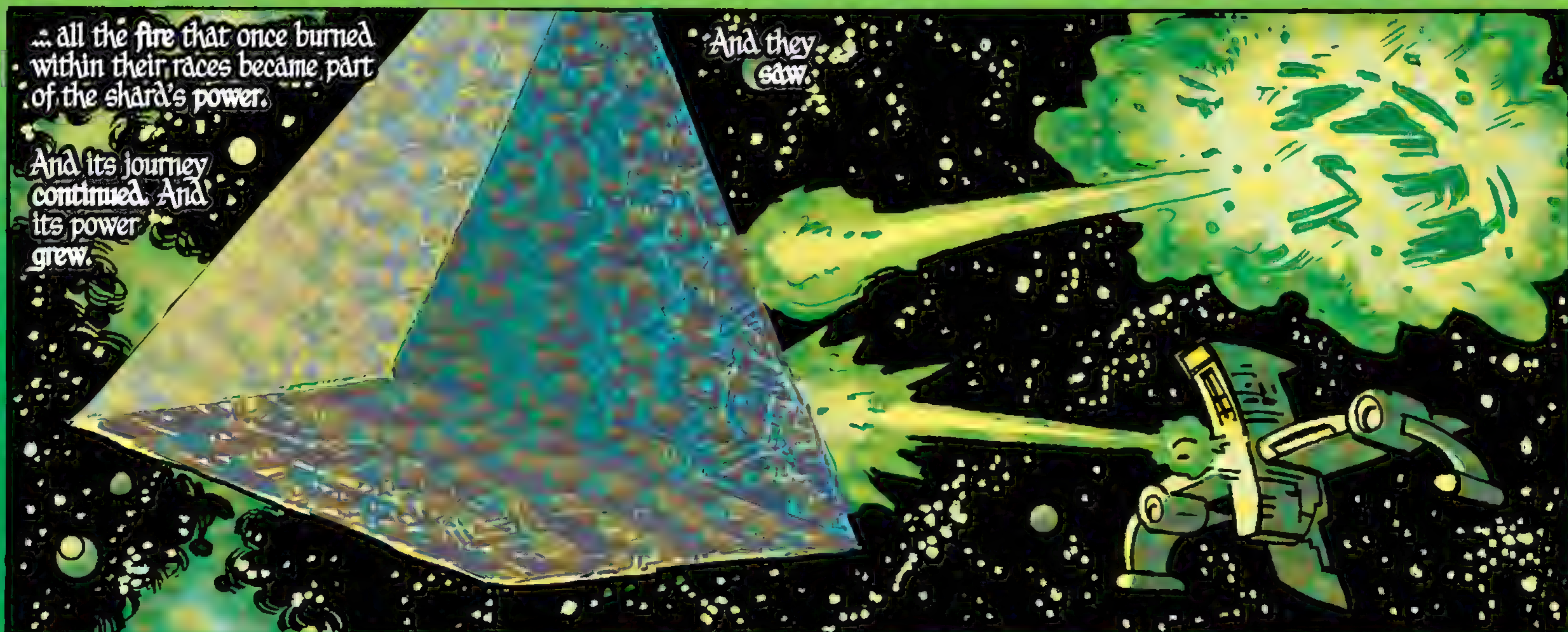
... and their bodies corrupted, become
soldiers in the service of darkness.

That which had been their ships
became armor for the shard. And their
planets, their civilizations destroyed...

... all the fire that once burned
within their races became part
of the shard's power.

And its journey
continued. And
its power
grew.

And they
saw.



And just as all the others...

... they fought.

BATTLE BRAVELY, AVENGERS! REMEMBER, YOU FIGHT NOT MERELY TO SAVE A CITY, OR A NATION --

-- BUT FOR ALL OF HUMAN CIVILIZATION!

BELIEVE ME, TREMONT --

-- WE DON'T NEED YOU TO REMIND US OF THAT. THREE O'CLOCK, JACK.

THANKS, CAP.

SO, MIGUEL -- YOU FINALLY GOT THAT ACTION YOU'VE BEEN ITCHING FOR, IT SEEMS.

I GUESS SO, ESE --

-- BUT I GOTTA ADMIT, I WAS THINKING MORE SPACE-PIRATES, NOT THE END OF THE WORLD...

I CAN'T BELIEVE WE'RE HELPING TREMONT -- HELPING AN ANTI-MUTANT BIGOT, WHO'D JUST AS SOON SEE US WIPED OUT!

BACK OFF, YOU!

I DON'T THINK HE'S REALLY ANTI-MUTANT, VANCE...

...JUST THAT HE WAS SIMPLY DOING OR SAYING ANYTHING THAT'D BRING HIM RECRUITS, INCREASE HIS POWER.

NOT THAT THAT'S A WHOLE LOT BETTER...

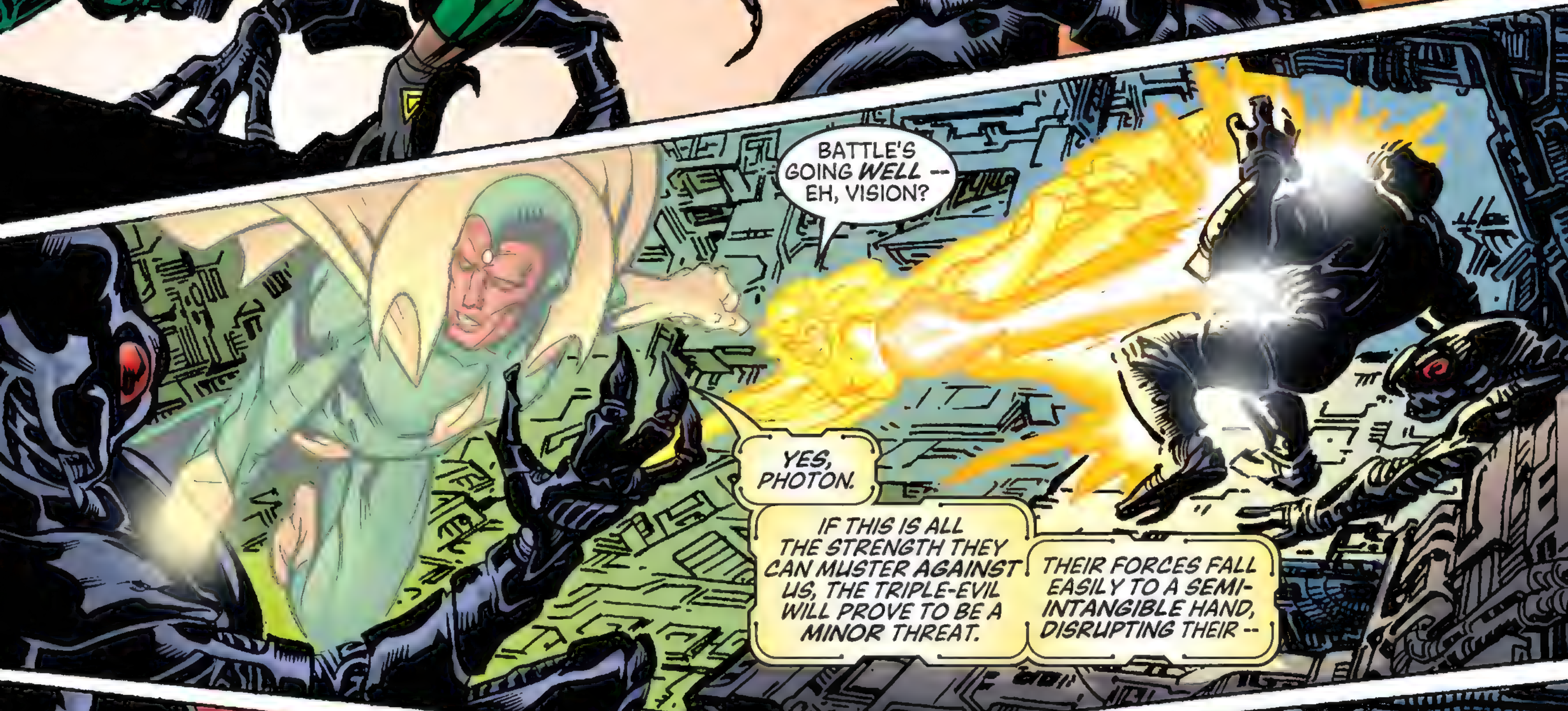


I GUESS
JONATHAN'S
RIGHT --

-- THIS IS A
MAJOR THREAT,
AND IT'S GOT TO
BE **OPPOSED** -- BUT
THERE'S **SOMETHING**
MORE GOING ON
HERE --

IT'S
ALMOST LIKE I
CAN -- LIKE I
CAN **SENSE** IT,
OR --

-- OR
REMEMBER
IT?



BATTLE'S
GOING **WELL** --
EH, VISION?

YES,
PHOTON.

IF THIS IS ALL
THE STRENGTH THEY
CAN MUSTER AGAINST
US, THE TRIPLE-EVIL
WILL PROVE TO BE A
MINOR THREAT.

THEIR FORCES FALL
EASILY TO A SEMI-
INTANGIBLE HAND,
DISRUPTING THEIR --



--AAAARRH!

SOME SORT OF --
OF **FEEDBACK** --!

THEY'RE --
THEY'RE
ABSORBING MY
BLAST -- ABSORBING
MY **ENERGY-FORM!**
THEY COULDN'T
DO THAT
BEFORE --!



WELL,
SOMETHING'S
CHANGED, PHOTON!
MY **ZERO-BLASTS**
ARE ENOUGH TO
SHATTER
MOONS --

-- BUT THEY'RE
SOAKING 'EM UP LIKE
SUNSHINE AT THE
BEACH!

MY
Q-CONSTRUCTS,
TOO! THEY'VE SOMEHOW
ADAPTED TO OUR
POWERS!



THEN
KEEP MOVING,
EVERYONE!

SWAP
OPPONENTS!
STRIKE AND MOVE
ON/DON'T FIGHT THE
SAME CREATURES
TWICE!

DON'T
GIVE THEM A
CHANCE TO ADAPT
TO YOUR
SKILLS!



YOUR
WARNING COMES --
SLIGHTLY TOO LATE
FOR ME, CAPTAIN!
THE WALLS -- THE
FLOOR --

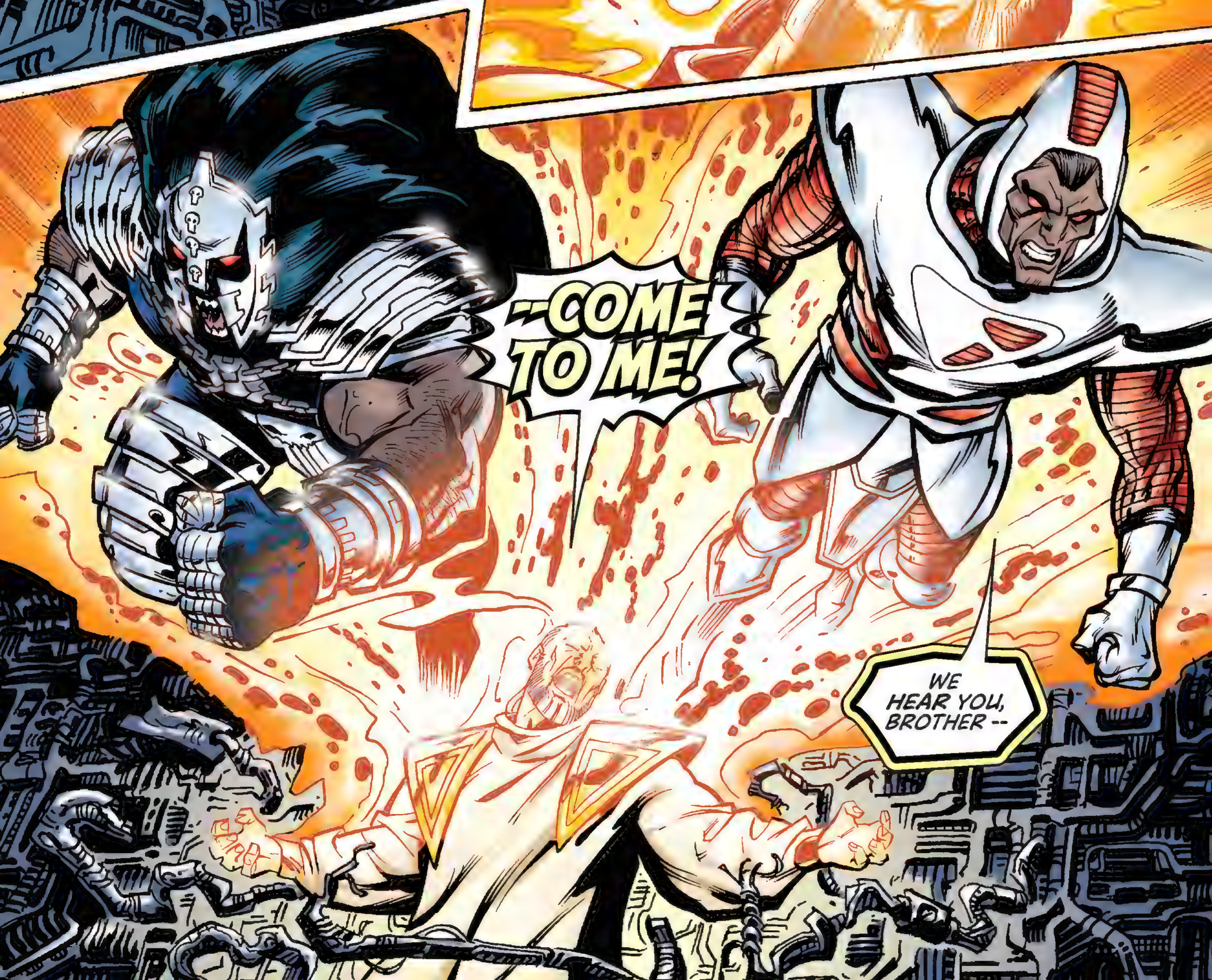
-- IT
SEEMS I AM
UNABLE TO
MOVE!

BUT
THOUGH I MAY
BE TRAPPED, I HAVE
POWERS BEYOND
THOSE THEY
KNOW --



-- AND I
SHALL NOT
REMAIN THAT
WAY!

BROTHERS!
I NEED THY
STRENGTH -- THY
POWER!
I CALL ON YOU,
BROTHERS --



**COME
TO ME!**

WE
HEAR YOU,
BROTHER --



-- AND WE
RESPOND!

PAGAN?
LORD TEMPLAR?
THEY WERE PART
OF HIM? MAN, I LIKE
THIS GUY LESS
AND LESS!

ALL THOSE
FIGHTS -- ALL THAT
DESTRUCTION -- JUST
A SCAM, TO MAKE THE
AVENGERS LOOK BAD,
AND HIM LOOK
BETTER!

BUT...
HOW...?

It was the **third** shard.
The **third** shard of **light**.

It had called to him in dreams,
too. Called to him... and though
he needed the American to
locate it for him...

...he knew it was
meant to be his.

Had he not clung to his brothers'
spirits... kept them close to him,
even since their deaths?

Were
they not
with him
always?

THANK YOU,
BROTHER...

THANK YOU FOR
RESTORING OUR
LIVES. WE WILL **SERVE**
YOU... **SERVE** YOU IN
ALL THINGS...

For was he not
three-in-one?

And did he not
have **purpose**?

A **THREAT**
IS COMING, MY
BROTHERS.

WE MUST
BE PREPARED
TO **FACE** IT. WE
MUST AMASS
POWER...

FEAR NOT,
AVENGER.

LORD TEMPLAR
WILL NOT *PERMIT*
YOU TO COME TO
HARM.

JUST GET
AWAY FROM
ME, YOU
FAKES!

I'LL GET
FIRESTAR AND
LIGHTNING OUT OF
HERE MYSELF! THE
AVENGERS CAN TAKE
CARE OF *THEIR*
OWN!

LET IT GO,
JUSTICE.

YOUR ANGER IS
UNDERSTANDABLE --
BUT SAVE IT UNTIL
AFTER THIS BATTLE
IS *WON*. FOR NOW,
WE'LL TAKE ALL THE
HELP WE CAN
GET!

YOU MAY NOT
WISH
OUR AID, LITTLE
MAN...

... BUT
STILL, YOU
HAVE
IT!

THAT'S
ANOTHER
DOWN!

BUT I
FEEL SO --
FEEL
SO --

YOU!

I REMEMBER
NOW! YOU... *HURT*
ME! IN THE MOUNTAINS!
YOU HIT ME... FROM
BEHIND...

BUT
HOW... HOW
COULD... IT
WASN'T
ME...

YOU
REMEMBER?!

YOU REMEMBER
WHAT THE *AMERICAN*
EXPERIENCED?
BUT --

And he came to the West, to spread his word, to gather believers...

ALL STRENGTH COMES FROM **BALANCE**, MY FRIENDS -- FROM THE **THREEFOLD FORCES** IN HARMONY.

MIND, BODY, AND **SPIRIT** -- PAST, PRESENT, AND **FUTURE** -- DREAM, MEMORY, **REALITY** --

And all the time, he felt it coming, coming closer... the darkness, the evil...

WITHOUT **BALANCE**, WE ARE LOST --

But he felt more, saw it in dreams...

Saw a champion arise... a champion empowered by one of the shards of light. By the first shard.

He saw the champion do battle...

... and he saw the champion fall, his mind gone, his body and soul corrupted, drawn into the darkness...

And his voice was heard. And he drew more followers, and still more...

WE MUST SEEK THE **BALANCE WITHIN US** -- SEEK HARMONY AND PEACE -- -- INSTEAD OF STRUGGLING, AND ONLY CREATING MORE **DISCORD** --

And he grew in influence, and used the power of the shard to reach into the spirits of his acolytes, drawing on their energies...

One shard alone was not enough. He would need greater power.

... and he began to change, becoming something outwardly human but inwardly far, far more...

... though even that, he knew, might prove too little.



But the other was still with him... the doubled life, who had internalized the second shard, just as he had the third...

And in time, a troubled soul came, seeking guidance, seeking redemption. An athlete, who had valued victory over honor...

... who had fallen into disgrace, and sought surcease from shame...

EXIT



And in the athlete, he found something he had been seeking... a man whose spirit sang close to that of the doubled man...

... close enough that the one could serve to hold the other...



It required months of preparation... to soothe the troubled athlete's spirit, to open his soul.

... but in time...



AND HERE YOU GO, DELROY... OR SHOULD I SAY, TRIATHLON? WHERE ONCE YOU COMPETED FOR PERSONAL GLORY, NOW YOU SHALL FIGHT FOR JUSTICE, TO EASE THE SUFFERING OF OTHERS...



He would be another servant... a weapon against the coming evil, if needed. And until then, his exploits would win more converts...

...amass
greater
power.

I... YES,
I REMEMBER! I
REMEMBER IT *ALL*,
NOW! SOMETHING
ABOUT THIS
PLACE...

YOU SEEMED
SO *CARING*, SO
HELPFUL -- BUT YOU
DIDN'T CARE *AT ALL*,
DID YOU? NOT ABOUT
YOUR *TEACHINGS*,
NOT ABOUT YOUR
FOLLOWERS!

ALL YOU
WANTED WAS
THE *POWER*!

I *HELPED* PEOPLE,
DELOY! I EASED THEIR
PAIN! GUIDED THEM TO
HARMONY!

AND I *NEEDED*
THE *POWER*! I *NEEDED*
IT! I HAD TO STOP THE
TRIPLE-EVIL -- HAD TO
BE *PREPARED*! IT
WAS MY *MISSION* --

--AND IT WAS *ALL*
IN *SERVICE* OF
THIS ONE *MOMENT* --
IN *SERVICE* OF THIS
GREAT *Victory*!

I SHALL BE A
SAVIOR, TRIATHLON --
THE *SAVIOR* OF AN
ENTIRE *WORLD*!

UH-HUH.

AND WHEN IT'S
OVER? WHEN YOU'VE
SAVED THE *WORLD* -- IF
YOU *DO*? WHAT DO YOU DO
WITH ALL THAT *POWER*
YOU'VE BUILT UP
THEN?

THE *EARTH* WILL
HAVE BEEN *SAVED*.

SAVED BY
MY *HAND*.

AND WHAT
BETTER *REWARD* FOR
HE WHO *ACCOMPLISHES*
SUCH A *MIRACLE* --



--THAN A
GIFT --

-- THE GIFT OF
TOTAL DOMINION
OVER THAT WHICH
HAS BEEN SAVED!
OVER EARTH --

-- AND ALL
WHO LIVE
ON IT!

OH,
GREAT.

WE GOT
MORE TROUBLE,
AVENGERS!

TREMONT --
HE'S GOTTA BE
STOPPED, TOO! IF
HE WINS, THE WORLD'S
JUST AS HOSED AS IT
IS IF KANG WINS, OR
THIS PYRAMID!

CAN'T SAY
I'M *SURPRISED*.
WELL, WE'LL DEAL
WITH IT THE BEST
WE CAN...



HOLY --!
HE'S HUGE!

I SENSE THE POWER
I MUST BEST -- AND IT
IS STILL TOO GREAT. I
MUST HAVE MORE.
MUST HAVE...

APOLOGIES,
MY FAITHFUL
ONES --

HUH?

WH -- ?

-- BUT THE
POWER OF THY
SPIRITS --

-- MUST BE
TURNED TO A
GLORIOUS
PURPOSE!

HE JUST --
JUST **KILLED** THEM!
HIS OWN
MEN!

AND THE
ALIENS -- THEY'RE
BUGGING
OUT!

IT'S THE
POWER HE'S
RADIATING --
THEY **FEAR** IT,
SOMEHOW --

IT'S ONE
LESS THING
TO **WORRY**
ABOUT.

BRING HIM
DOWN. MAYBE WE
CAN MAKE HIM SEE
REASON -- OR FAILING
THAT, **COMMANDEER**
THAT POWER OF
HIS --!

AH, MY
BROTHERS. I
SHALL NEED
YOU, TOO --

WHAT? BUT --
YOU BROUGHT US
BACK TO LIFE!
SAVED US!

YOU
CAN'T JUST
KILL
US AGAIN!
YOU --

I DO WHAT I MUST,
BROTHERS! WHAT ONLY
I CAN DO!

AND NOW I SENSE
IT -- THE TRUE PRIZE
HERE!

IT IS THE PYRAMID
ITSELF -- SUFFUSED WITH THE
SPIRITS, THE POWER OF ALL THOSE
WHO LOST THEIR LIVES FIGHTING
IT -- WHOSE SOULS WERE TAKEN
BY THE EVIL!

I CAN WREST IT
FROM THE DARKNESS --
BECOME AS A GOD
MYSELF! AND ALL
I NEED --



-- IS THE LAST
OF THE POWER
NEEDED TO OPPOSE
THE DARKNESS!

THE POWER
OF THE SECOND
SHARD!

THE POWER
WITHIN YOU,
TRIATHLON!

WHOA!

SORRY,
TREMONT -- BUT
I'M NOT
VOLUNTEERIN'!
NOT IN A MILLION
YEARS!

OH?

BEFORE, I COULD
NOT TAKE THE SECOND
SHARD UNTO ME -- SO
I GIFTED IT TO YOU.
BUT NOW I AM
MORE -- NOW I CAN
WIELD IT --

-- AND FOR
THE EARTH'S
SALVATION --

YOU ARE FAST, TRIATHLON --
FAST AND AGILE. I KNOW YOUR
STRENGTHS, FOR IT WAS I WHO
GAVE THEM TO YOU.

BUT YOU CANNOT ELUDE
MY REACH FOREVER -- I KNOW
THAT, TOO, AS DO YOU.

UH!

-- YOU MUST FALL!

YOU ARE A
TRIPLED SOUL --
WARRIOR, SCHOLAR
AND ATHLETE --
BONDED WITH AND
EMPOWERED BY
THE SECOND
SHARD.

BUT THAT BOND
MUST BE SEVERED --
AND THE POWER OF
THE SHARD --

-- EH?

N-NO!

I WON'T --
WE WON'T LET
YOU! WON'T LET
YOU TAKE OVER
EARTH -- AS BAD
AS KANG --

OH COME NOW.
YOU CAN'T ESCAPE.

JUMP ALL YOU LIKE --
FLEE DEEPER AND DEEPER
INTO THE HEART OF THE
PYRAMID -- ALL THAT
SHALL HAPPEN IS --

WHAT? WHAT
IS IT YOU SEE?

IT'S --



IT'S -- IT'S
THE *FIRST*
SHARD!

-- THIS IS
WHERE *IT*
FELL --

THE CHAMPION
WHO *BORE* IT -- I
CAN FEEL HIS
STRUGGLE -- FEEL
HIS *DEATH* --!

THIS IS
WHERE HE
FELL --

NO!

NO -- YOU
CAN'T! YOU
MUSTN'T!

And it came to pass...



THE FIRST SHARD --!

no...

THE POWER MUST BE WIELDED BY ONE WHO HAS TURNED FROM PRIDE -- BY ONE WHO STRIVES FOR *OTHERS*, NOT HIMSELF --

IN YOUR HANDS, IT WOULD BE *CORRUPTED* -- YOU WOULD FALL TO THE DARKNESS, BECOME PART OF IT --

I FEEL ITS *POWER* -- FEEL IT RESONATING WITH THE POWER WE THREE ALREADY CARRY...

THIS IS WHAT WE WERE MEANT TO DO -- TO BRING THE SHARDS *HERE* -- TO FIND THEM, TO *UNITE* THEM...

THIS HAS ALWAYS BEEN MY PURPOSE -- *OUR* PURPOSE...

NO... PLEASE...



THE
THIRD SHARD --
IT MUST BE BROUGHT
TO THE *OTHERS* --
UNITED WITH
THEM...

NO,
IT'S --



I CAN'T -- I
WAS TO BE THE
SAVIOR -- I CAN'T
JUST GO BACK --

-- CAN'T JUST
BE A -- A *HUMAN*
AGAIN --



AND
NOW -- *HAL?*
CHUCK?

WE'RE
WITH YOU.
DO IT.



GOD,
MOTHER AND
COUNTRY --!





LET THE
CORE BE EXPOSED!
COME FORTH, HEART
OF DARKNESS!

COME
FORTH -- AND
DO BATTLE!

I -- I BROUGHT
THIS ABOUT -- I MADE
THIS HAPPEN. I WAS --
AN INSTRUMENT OF
DESTINY, NO
MORE.

HAD I NOT
DONE WHAT I DID --
GATHERED THE POWER,
BROUGHT THE FRAGMENTS
TOGETHER -- PAVED
THE WAY FOR THE
SAVIOR --

-- EARTH
WOULD BE
DOOMED! IT WAS
MY DESTINY!

YEAH? WELL,
YOU CAN TRY THAT
OUT ON A JURY, I
GUESS --

-- BUT ME, I'M
FIGURING THAT LIFE
WITHOUT PAROLE IS
YOUR DESTINY,
TOO...



And It Came To Pass...

... that the shards were united, and their power wielded by one who did battle not for himself, but for his world.

For all the worlds that were threatened by the darkness.

And the darkness swept over him, and the darkness overwhelmed him... stabbing at his mind, seeking to seduce him with promises, with lies...

But he knew the hollowness of such promises, knew the paths they led to...

And as his flesh was burned and torn by the darkness, in its rage...

... his heart proved unassailable. And when the darkness was fully about him, sunk deep into his body...

... he blazed forth with the power within him.

Burning with a pure, clear light. Burning with true purpose. And the darkness shrieked. And the darkness burned.

And in the end...

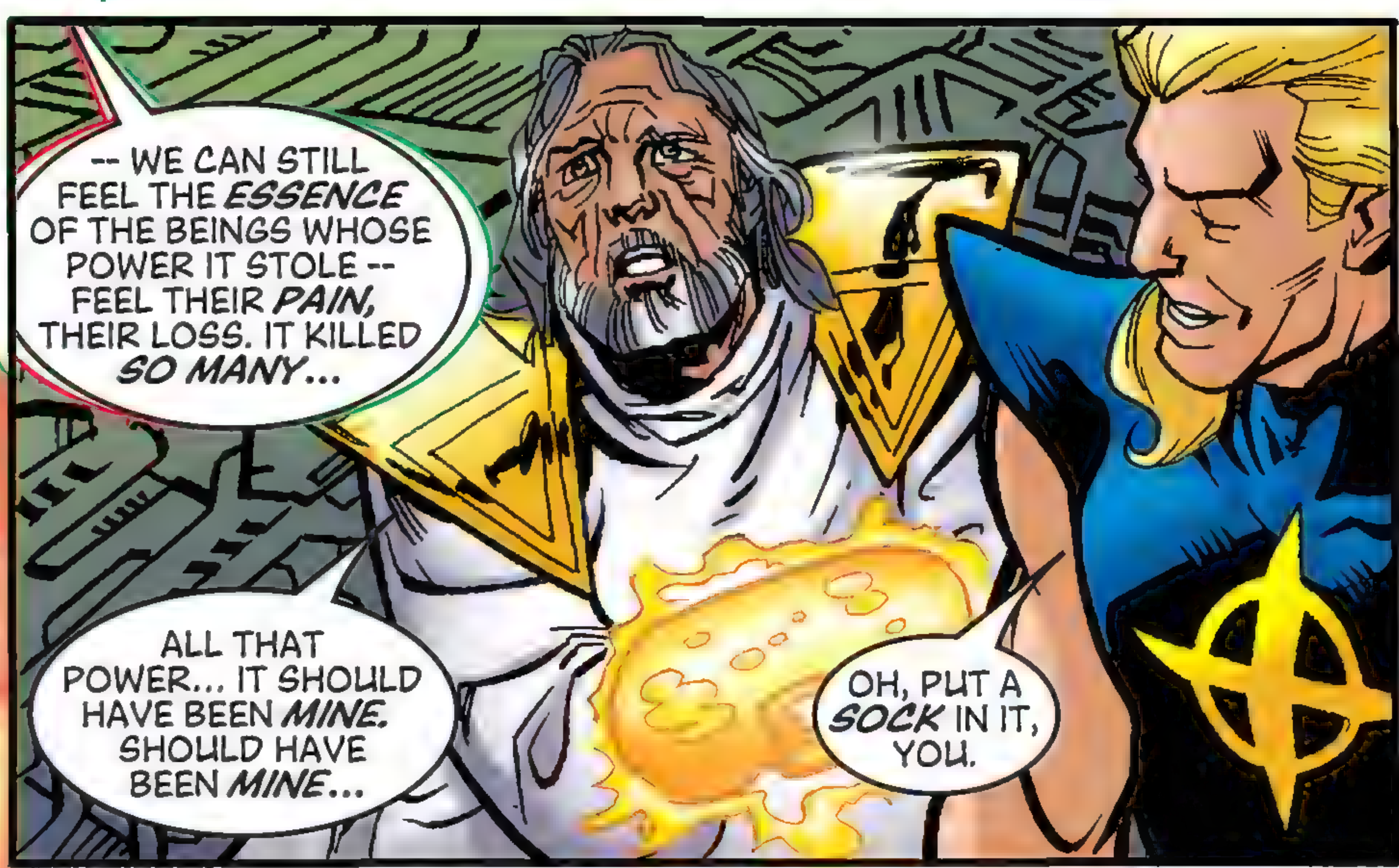
IT IS
DONE.



THANKS, TRIATHLON. THE EARTH OWES YOU A GREAT DEBT.

NO DEBT, CAP. WE WERE GLAD TO HELP.

AND EVEN THOUGH THE TRIPLE-EVIL IS NO MORE --



-- WE CAN STILL FEEL THE ESSENCE OF THE BEINGS WHOSE POWER IT STOLE -- FEEL THEIR PAIN, THEIR LOSS. IT KILLED SO MANY...

ALL THAT POWER... IT SHOULD HAVE BEEN MINE. SHOULD HAVE BEEN MINE...

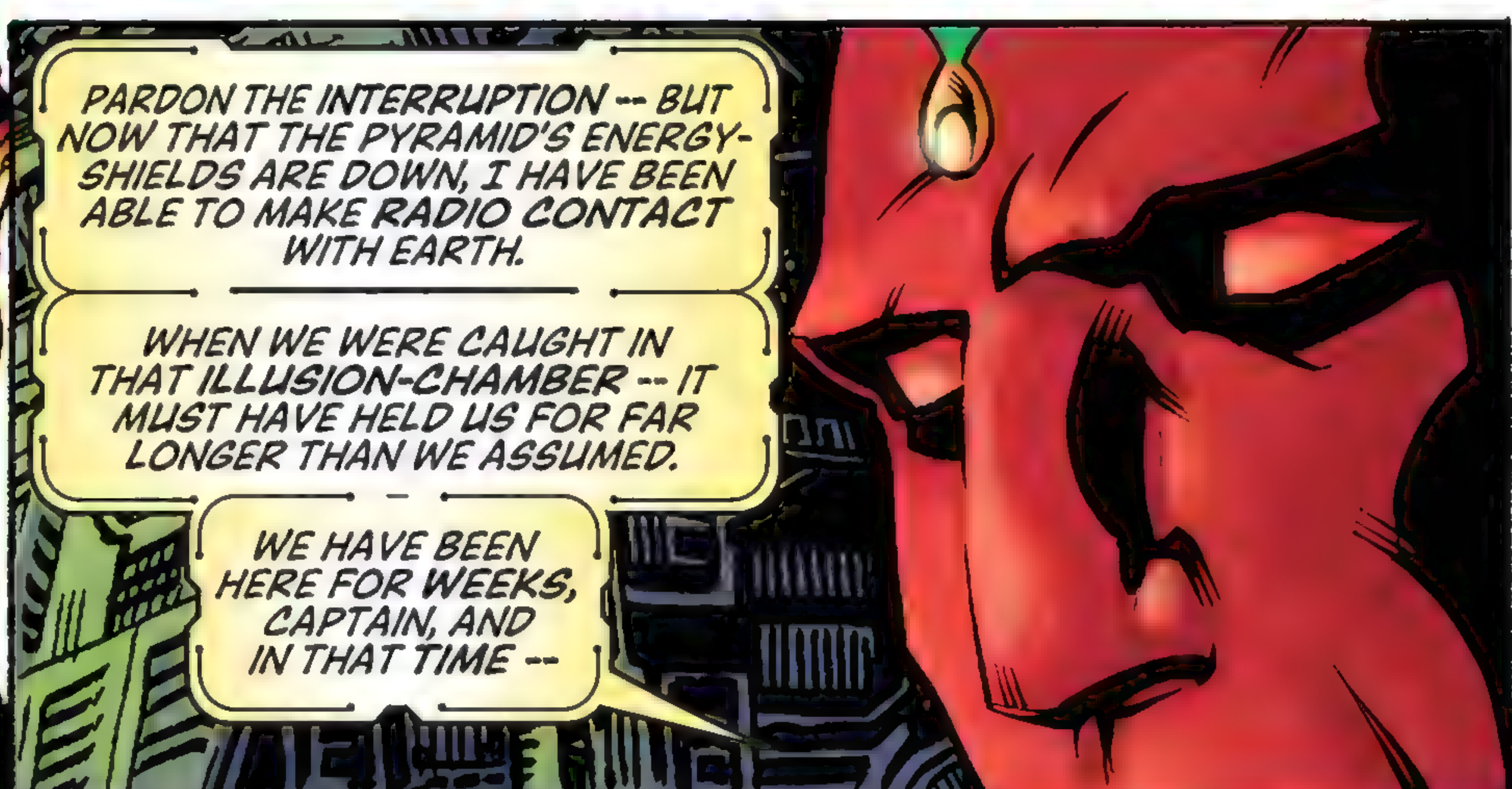
OH, PUT A SOCK IN IT, YOU.



AND IT'S WHAT STILL POWERS THIS PYRAMID, RIGHT? CAN YOU TAP INTO IT -- USE IT TO RECREATE OUR SHIP, OR GET US BACK TO EARTH? KANG IS --

WE CAN TRY. PERHAPS IF --

CAPTAIN!



PARDON THE INTERRUPTION -- BUT NOW THAT THE PYRAMID'S ENERGY-SHIELDS ARE DOWN, I HAVE BEEN ABLE TO MAKE RADIO CONTACT WITH EARTH.

WHEN WE WERE CAUGHT IN THAT ILLUSION-CHAMBER -- IT MUST HAVE HELD US FOR FAR LONGER THAN WE ASSUMED.

WE HAVE BEEN HERE FOR WEEKS, CAPTAIN, AND IN THAT TIME --

-- EARTH HAS SURRENDERED TO KANG!



AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND! STAN LEE PRESENTS: AN AVENGERS SPOTLIGHT ON WONDER MAN AND THE SCARLET WITCH:

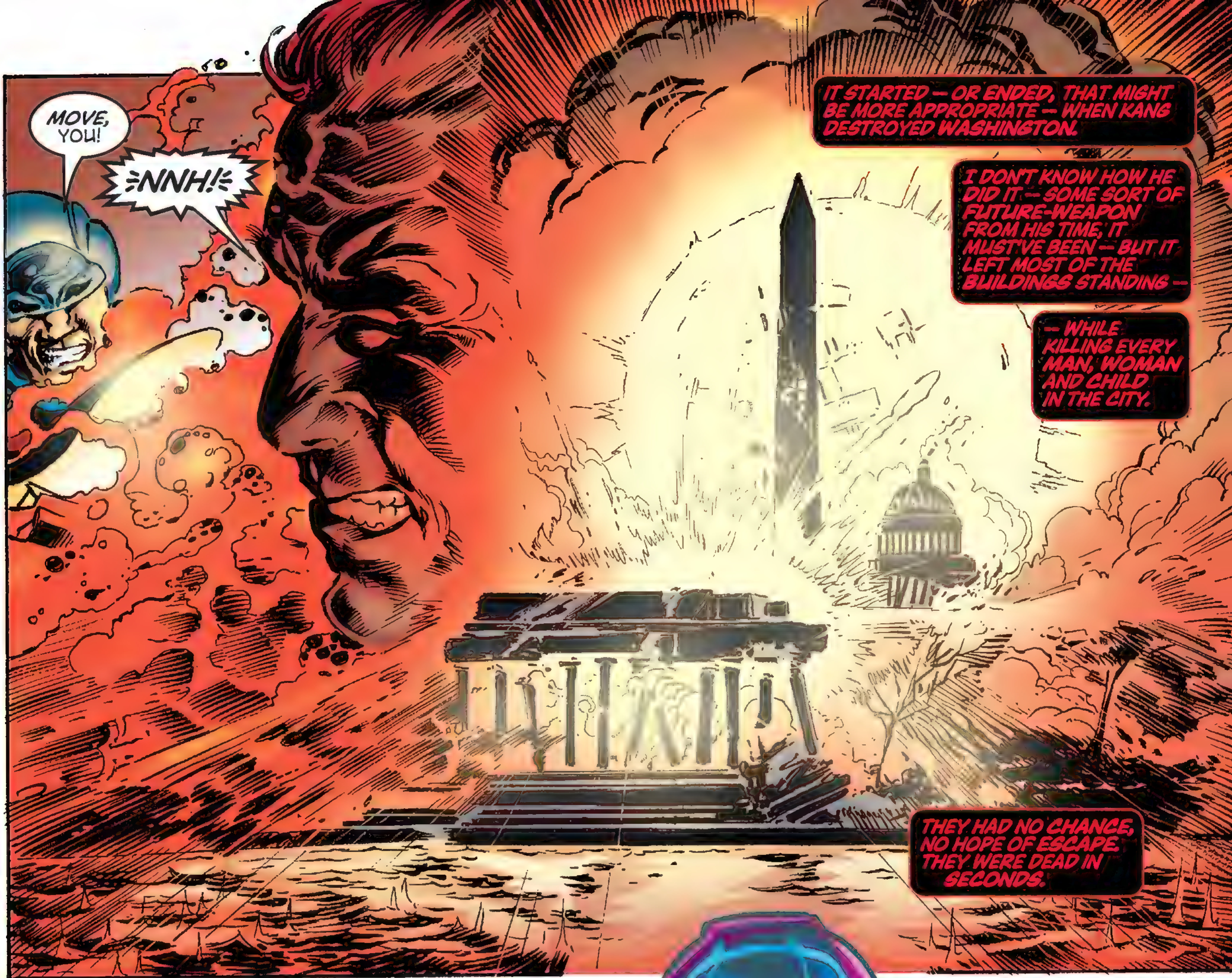
PRISONERS

A LOVE STORY

THEY TAKE ME TO
LOS ANGELES.

EVERYTHING --
EVERYTHING
SEEMS TO HAVE
HAPPENED
SO FAST --

REGULAR WRITER: KURT BUSIEK
GUEST PENCILER: BRENT ANDERSON
GUEST LEGEND: TOM PALMER COLORS: TOM SMITH
LETTERS: RS & COMICRAFT'S ALBERT DESCHESNE
SUMERAK/YOUNGQUIST ASSISTANT EDITORS
TOM BREVOORT EDITOR QUESADA CHIEF
BILL JEMAS TAKES NO PRISONERS



MOVE,
YOU!

NNH!!

IT STARTED -- OR ENDED, THAT MIGHT
BE MORE APPROPRIATE -- WHEN KANG
DESTROYED WASHINGTON.

I DON'T KNOW HOW HE
DID IT -- SOME SORT OF
FUTURE-WEAPON
FROM HIS TIME; IT
MUST'VE BEEN -- BUT IT
LEFT MOST OF THE
BUILDINGS STANDING --

-- WHILE
KILLING EVERY
MAN, WOMAN
AND CHILD
IN THE CITY.

THEY HAD NO CHANCE,
NO HOPE OF ESCAPE.
THEY WERE DEAD IN
SECONDS.

THEN KANG'S
IMAGE APPEARED,
OVER EVERY CITY
IN THE WORLD --

THE AVENGERS DEFIED MY ORDER
TO KEEP THE BATTLE -- OUR WAR
FOR DOMINION OF THE EARTH --
ON THE BATTLEFIELD.

THEY
ASSAULTED
MY COMMAND
CENTER --

-- AND NOW
THE COUNTRY THAT
HARBORS THEM HAS
PAID THE PRICE.

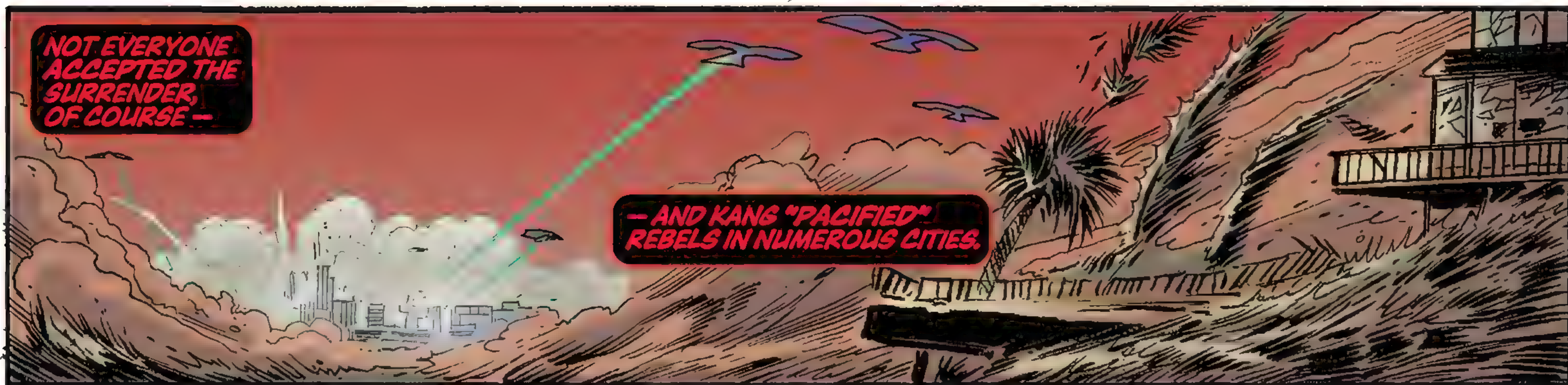
AND THE WORLD HAS SEEN
ANOTHER DEMONSTRATION
OF THE POWER AT MY
COMMAND. SO I OFFER YOU
A CHOICE. YOU MAY WISH
TO SURRENDER --

-- LEST YOU
FEAR SUCH
POWER BEING
TURNED
AGAINST
YOU.

MANY NATIONS
SURRENDERED
WITHIN DAYS.

BUT KANG MADE THE WASP,
ACTING FOR THE AVENGERS,
SURRENDER FIRST. SHE HAD
NO CHOICE -- SHE COULDN'T
RISK HIM HITTING NEW YORK
NEXT, OR L.A.

STILL, THE PRESIDENT
HAD BEEN GOTTEN TO
SAFETY, AND SHE
WOULDN'T DIVULGE
HIS LOCATION.



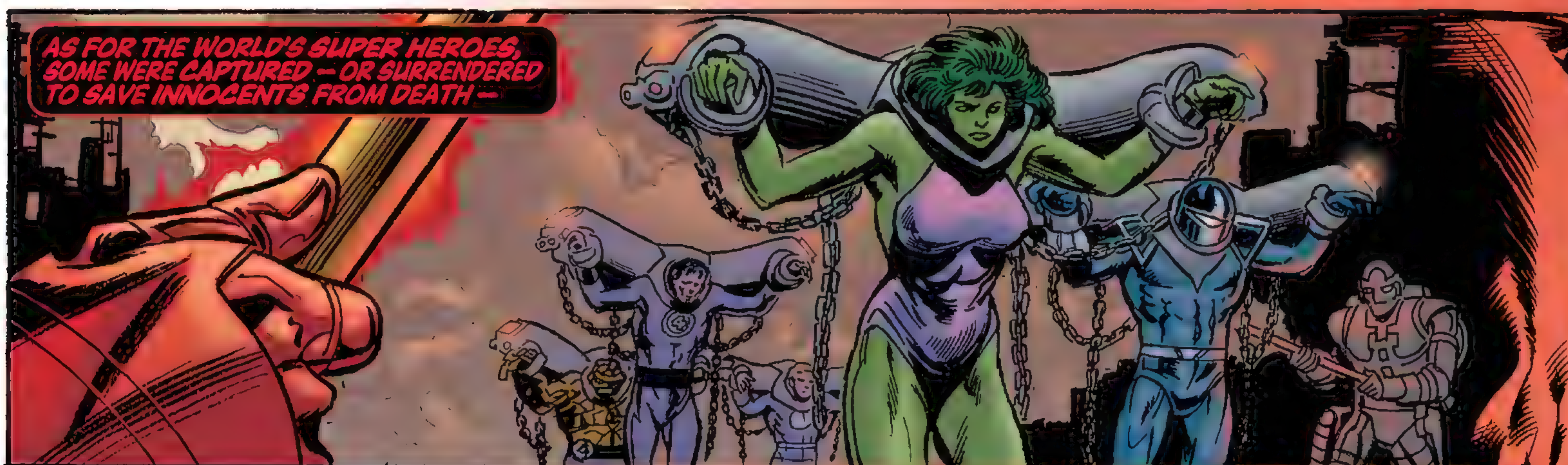
NOT EVERYONE
ACCEPTED THE
SURRENDER,
OF COURSE --

-- AND KANG "PACIFIED"
REBELS IN NUMEROUS CITIES.



AND THE WAR WENT ON IN THE
UNSURRENDERED NATIONS. KANG DIDN'T
USE THE CITY-KILLER ON THEM, PREFERING
TO FIGHT THEM HEAD-TO-HEAD --

-- BUT HE DID SAY THAT ANY
SURRENDERED NATION THAT TOOK
UP ARMS AGAINST HIM WOULD
FEEL THE BOMBS AS RETRIBUTION.



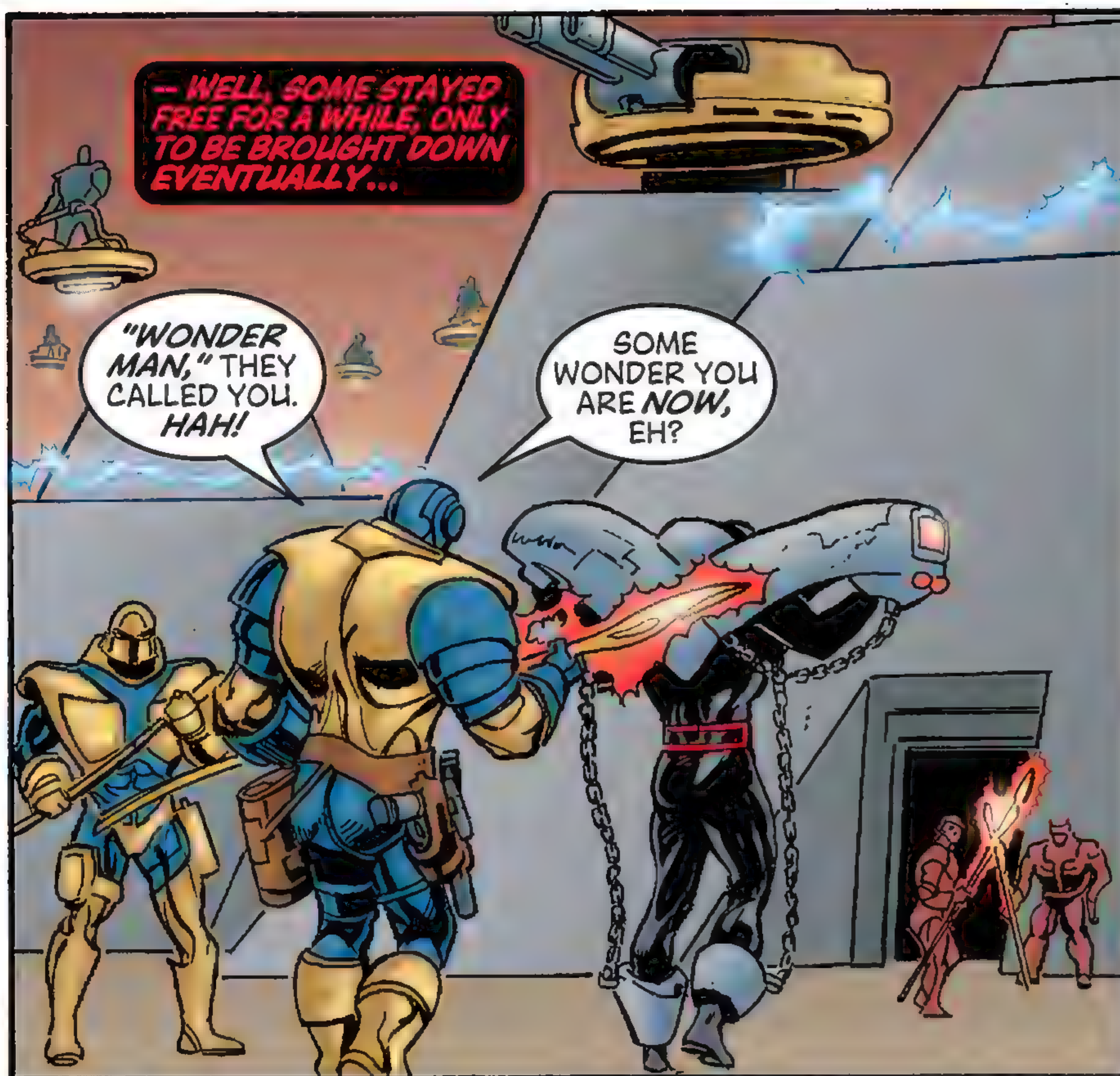
AS FOR THE WORLD'S SUPER HEROES,
SOME WERE CAPTURED -- OR SURRENDERED
TO SAVE INNOCENTS FROM DEATH --



SOME MANAGED
TO STAY FREE --



AND SOME --



— WELL, SOME STAYED FREE FOR A WHILE, ONLY TO BE BROUGHT DOWN EVENTUALLY...

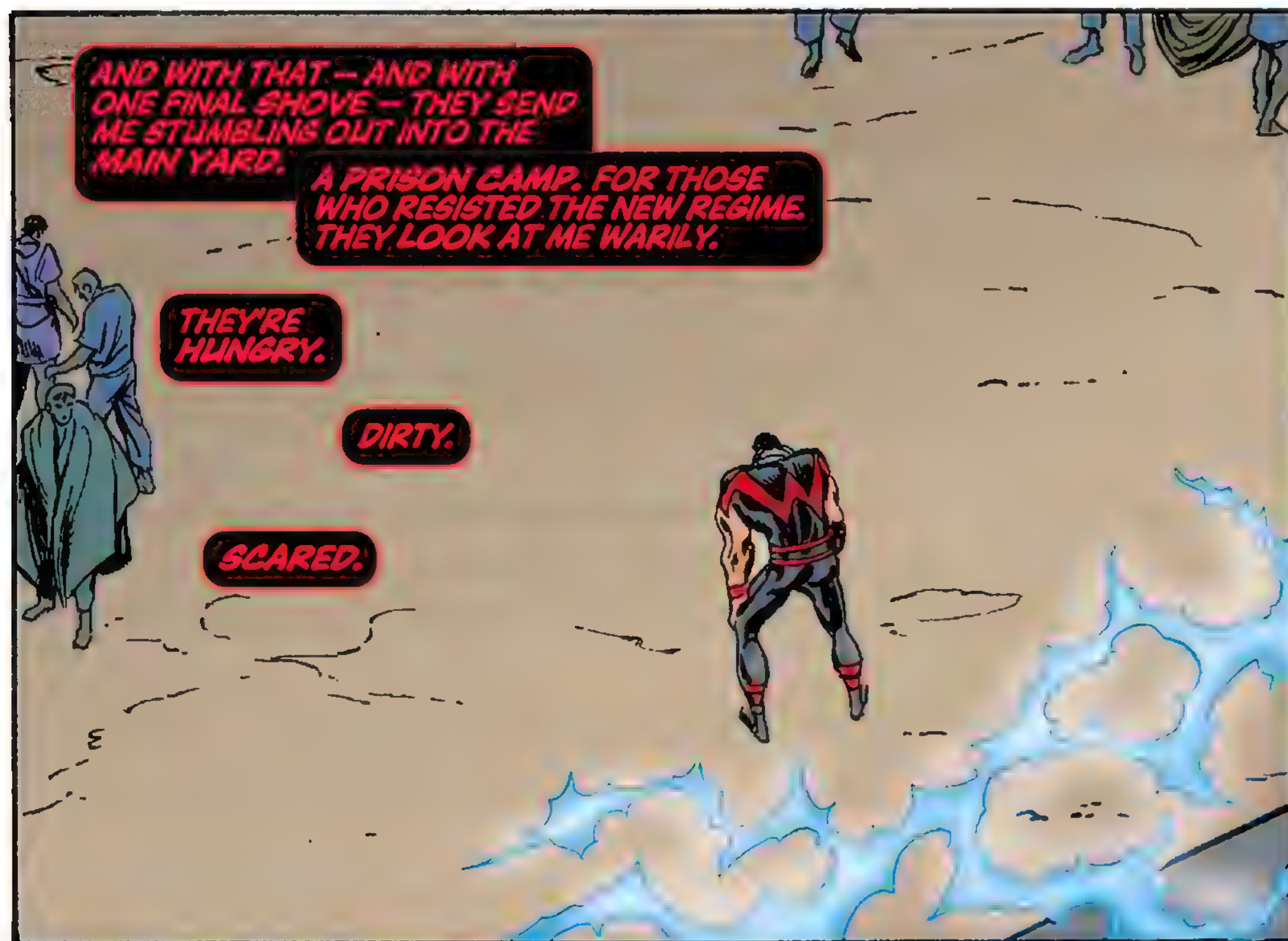
"WONDER MAN," THEY CALLED YOU. HAH!

SOME WONDER YOU ARE NOW, EH?



DO NOT MOVE. THE COSMI-STOCKS ARE BEING REPLACED BY A SUPPRESSOR-COLLAR, TO INHIBIT YOUR TRANSHUMAN ABILITIES.

ATTEMPT TO BREAK FREE --
-- AND YOU DIE.



AND WITH THAT — AND WITH ONE FINAL SHOVE — THEY SEND ME STUMBLING OUT INTO THE MAIN YARD.

A PRISON CAMP. FOR THOSE WHO RESISTED THE NEW REGIME. THEY LOOK AT ME WARILY.

THEY'RE HUNGRY.

DIRTY.

SCARED.

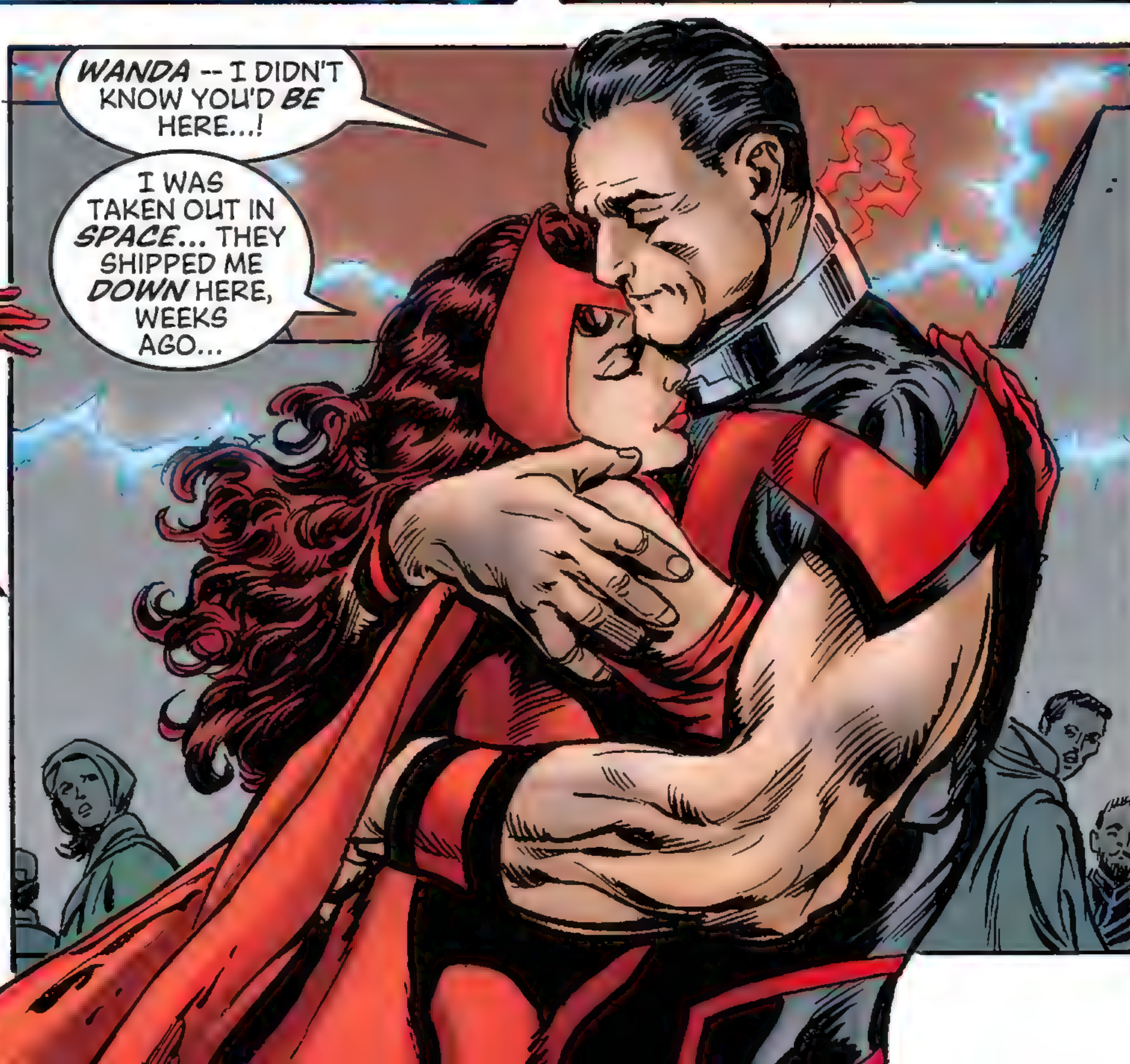


SIMON?!

HM?



OH, SIMON!



WANDA -- I DIDN'T KNOW YOU'D BE HERE...!

I WAS TAKEN OUT IN SPACE... THEY SHIPPED ME DOWN HERE, WEEKS AGO...



I WAS CAUGHT WHILE MAKING A **RAID** -- STEALING FOOD AND SUPPLIES FOR A **REBEL GROUP** I'D BEEN WORKING WITH IN THE HILLS. I TRIED TO COVER THEIR **ESCAPE** --

OH, I'M JUST SO **HAPPY** TO SEE YOU **ALIVE** --!

THE NEXT DAY, WE SETTLE INTO **ROUTINE**... WHAT **ROUTINE** THERE IS.

THE GUARDS AREN'T WORKING US -- JUST **STORING** US. UNTIL **KANG'S** DONE CONQUERING, I GUESS.

ANYWAY, **WANDA** SPENDS HER TIME IN THE **MEDICAL TENTS**, DOING WHAT SHE CAN --



JUST DO YOUR BEST TO **HANG ON**, **BRADLEY**. THE DOCTOR WE HAVE -- HE'S WORKING **HARD** --

-- HE'LL **BE** HERE AS SOON AS HE **CAN** --

I DO MY BEST TO **HELP OUT**. **FETCH** WATER, **CARRY** FOOD -- WHAT THEY **PROVIDE** FOR THE **SICK** AND WHAT WE **HEALTHY PRISONERS** CAN **SPARE** --

-- **WHATEVER**.

I CAN SEE HOW **HARD** IT IS ON **HER**.



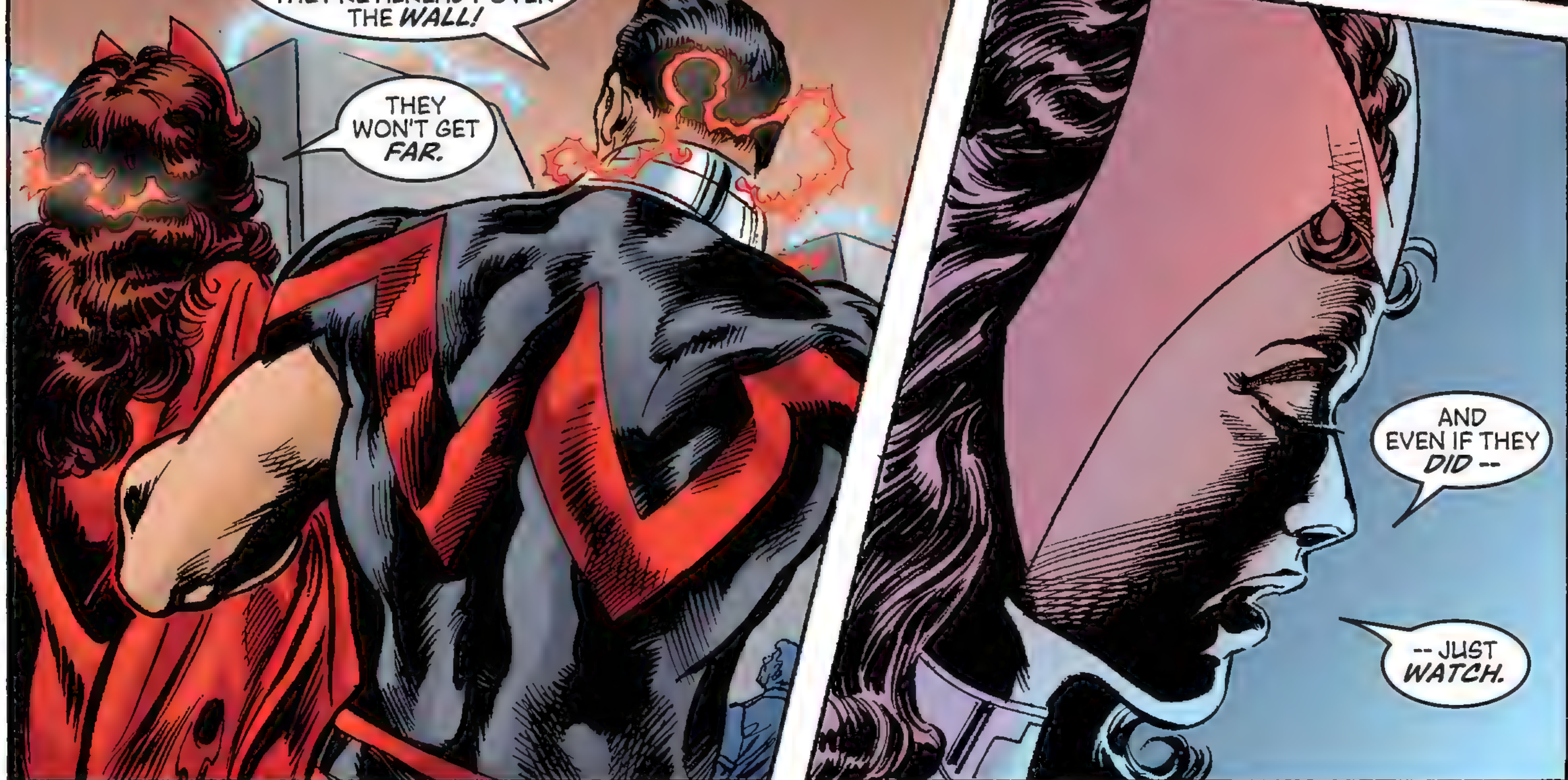
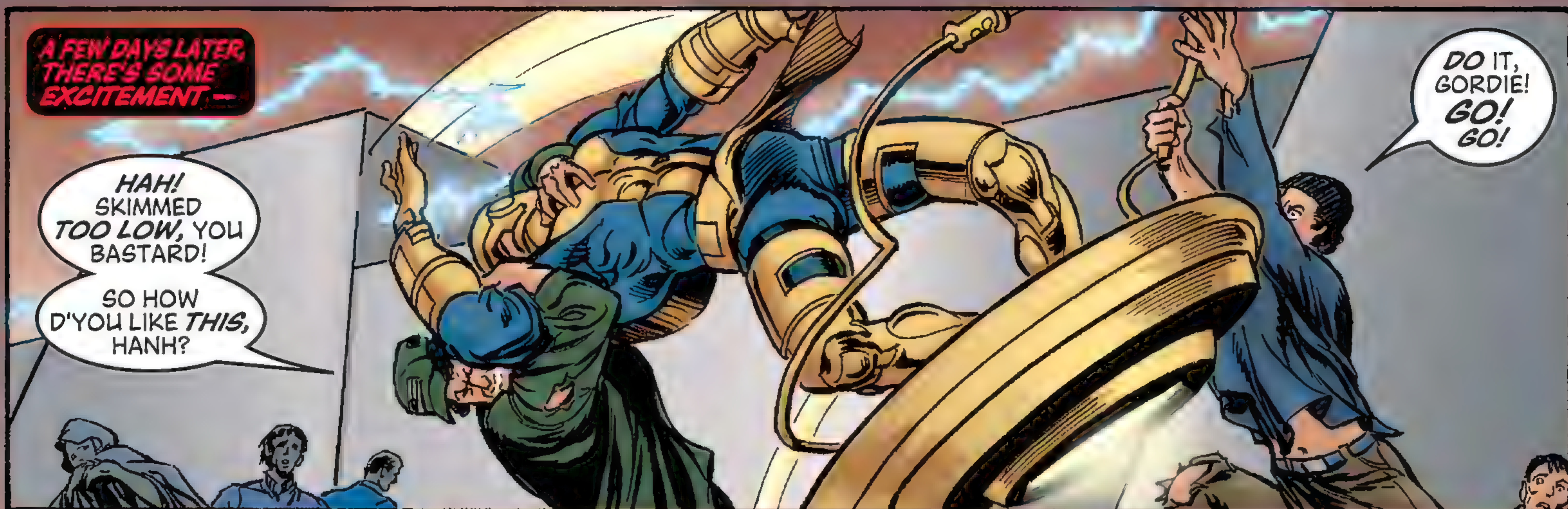
MY **HEX-POWERS** STILL **WORK** -- AT LEAST A **LITTLE**. I THINK IT'S BECAUSE THEY'RE **MAGIC**, AND THE **SUPPRESSOR-COLLAR'S** TECHNOLOGY CAN'T **BLOCK** IT ALL.

I'VE GOT A **TRICKLE** OF IT -- I USE IT TO **KEEP** SOME OF THE **WORST CASES** ALIVE UNTIL THEY CAN BE **TREATED**...



SOMETIMES I HALF THINK THE **CAMP AUTHORITIES** **KNOW** I'M DOING IT, AND THEY LET IT GO. THEY'D RATHER HAVE **LIVE SLAVES** FOR **KANG** THAN **CORPSES**.

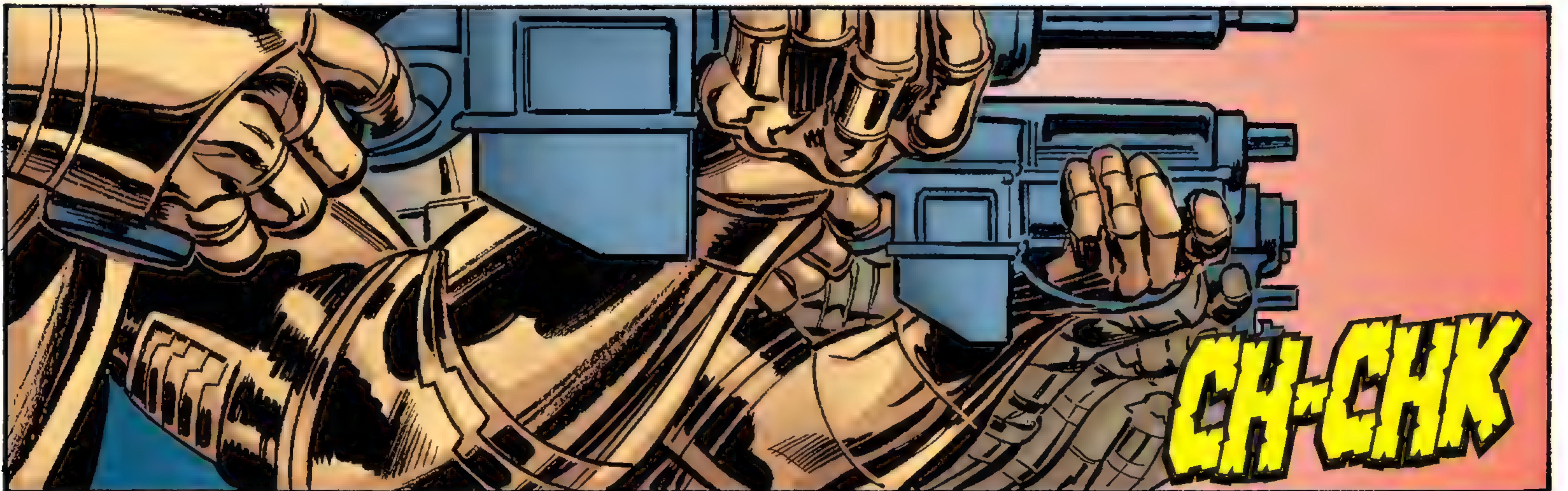
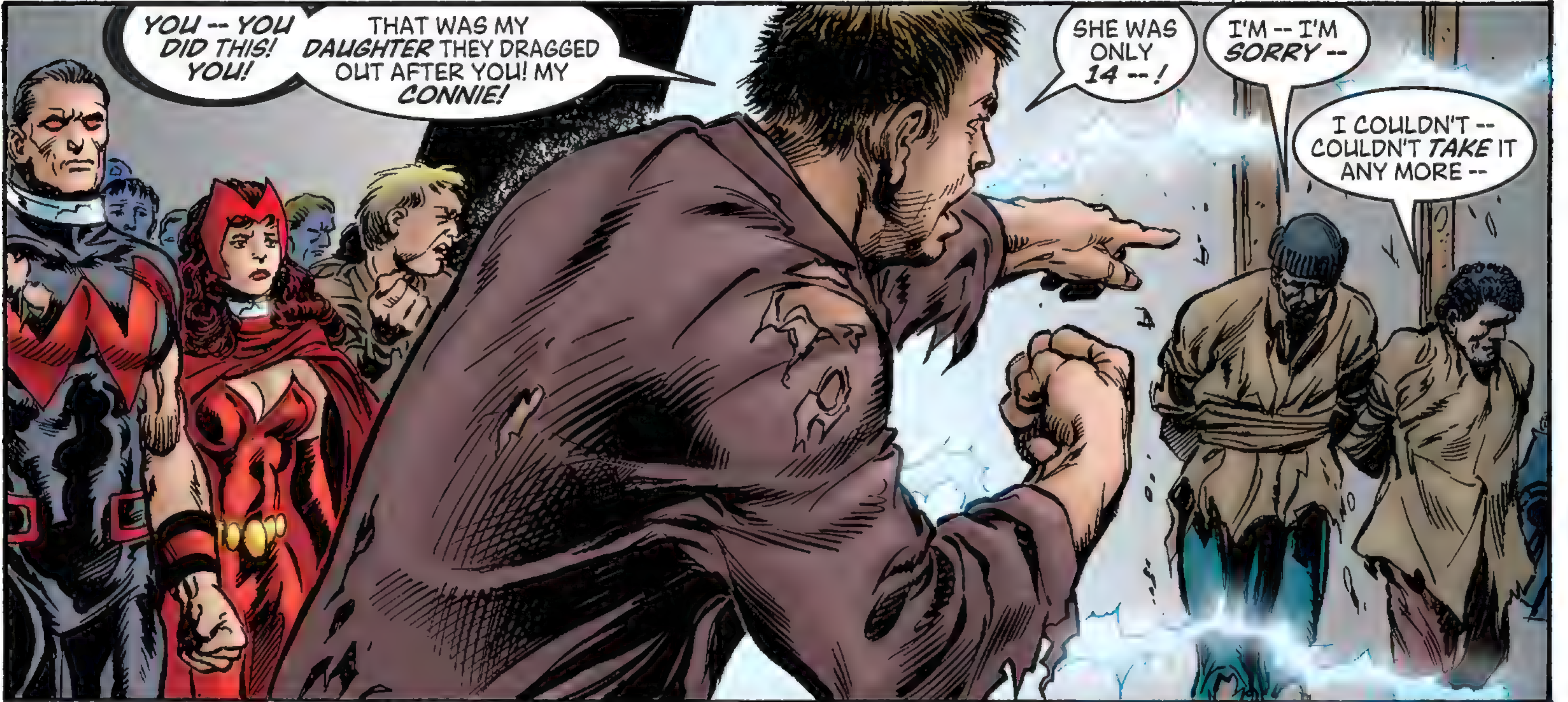
SO AS LONG AS I'M NOT TOO **SHOWY**, THEY LOOK THE **OTHER WAY**...





POOM

POOM





**TWO NIGHTS
LATER --**

LOOK
AT IT.

IT'S THE
SAME MOON IT
WAS A *MONTH* AGO.
BUT THE *WORLD* IT
SHINES DOWN ON --
IT'S SO
DIFFERENT.

AND I
DON'T KNOW IF
IT'LL *EVER* --
EVER BE --

WANDA.

WANDA, *SHHH*.
DON'T *TALK* LIKE
THAT. DON'T *THINK*
LIKE THAT.

THINGS *WILL*
GET BETTER.
KANG WILL BE
BEATEN.

THE RESISTANCE IS
OUT THERE -- *INCLUDING*
SOME AVENGERS, EVEN
THOR. THE *PRESIDENT'S*
STILL FREE.

THINGS'LL
BE *OKAY*. YOU'LL
SEE.



OH,
SIMON...





WANDA?
WANDA,
WHAT'S
WRONG?



OH, SIMON.
IT WAS *EASY*
BEFORE.

THINGS WERE...
COMFORTABLE, AND
IT SEEMED ALL RIGHT
TO BE... TO BE
COMFORTABLE. BUT
NOW, WITH *ALL*
THIS GOING ON --

-- WITH
THE WORLD LIKE IT
IS, IT JUST SEEMS
SO --

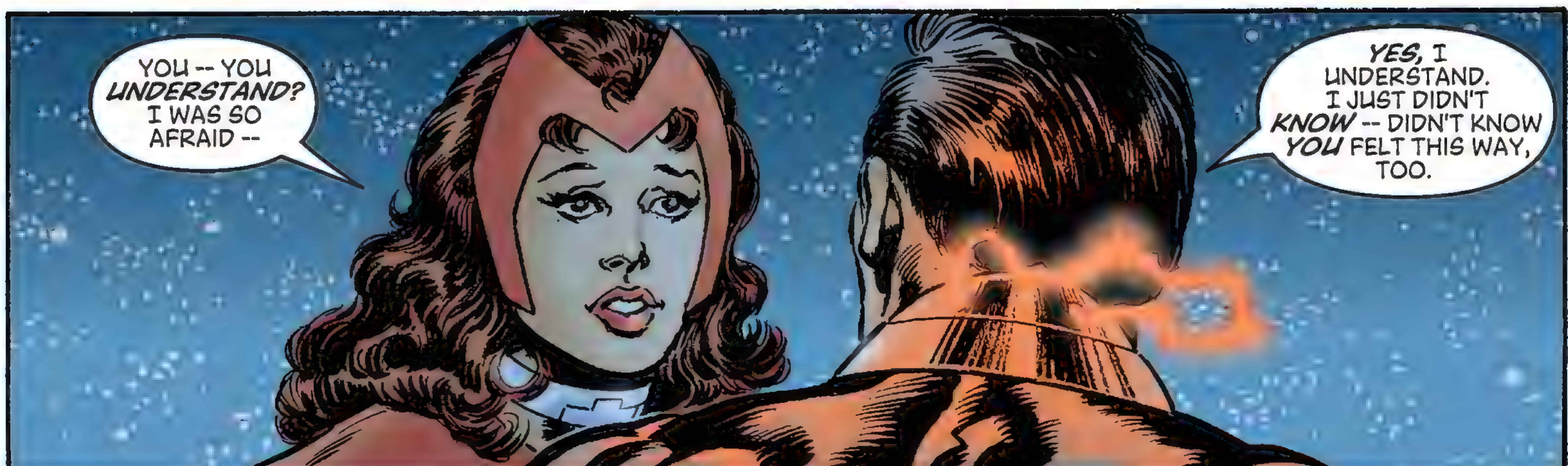
I DON'T
KNOW HOW TO
SAY IT --



WHAT WE HAD -- IT'S
OVER. THAT'S WHAT YOU
MEAN, RIGHT? IT'S BEEN
OVER FOR A *WHILE*, BUT
WE PRETENDED --

-- AND NOW
IT SEEMS *WRONG* TO
PRETEND --

-- TO BE
ANYTHING
BUT *HONEST*
WITH EACH
OTHER --



YOU -- YOU
UNDERSTAND?
I WAS SO
AFRAID --

YES, I
UNDERSTAND.
I JUST DIDN'T
KNOW -- DIDN'T KNOW
YOU FELT THIS WAY,
TOO.



THINGS WERE *FINE* IN NEW YORK -- WE WERE TOGETHER, AND WE WERE *GOOD* FOR ONE ANOTHER. BUT THINGS *HAPPENED*, AND TIME PASSED --

-- AND WHEN WE HAD TO *SEPARATE* -- ME TO L.A., YOU STILL IN NEW YORK --

-- IT DIDN'T REALLY *BOTHER* YOU, DID IT?

...
NO. NO, IT DIDN'T.



I *DID* LOVE YOU, SIMON. I STILL *DO*. BUT WHEN WE FIRST GOT TOGETHER...

I WAS SO *LONELY*, SO *CONFUSED*. THAT INTENSIFIED IT, *MAGNIFIED* MY FEELINGS...

I'D *DIE* FOR YOU, SIMON. YOU *KNOW* THAT. I *DO* LOVE YOU.



IT TURNED LOVE INTO *PASSION*.

SOMETHING WE *BOTH* FELT, BUT SOMETHING THAT *BURNED OUT* TOO FAST.

FOR ME, I GUESS, IT WAS THAT YOU'D ALWAYS BEEN THE *PERFECT*, *UNATTAINABLE* WOMAN...



AND I LOVE *YOU* TOO. IT'S JUST -- WHAT IT *TURNED OUT* TO BE --

-- IT WASN'T THE *KIND* OF LOVE EITHER OF US *THOUGHT*. MORE LIKE --

MORE LIKE WHAT WE *REALLY* ARE IS *OLD*, *OLD* FRIENDS.

YOU KNOW, I LIKE THE *SOUND* OF THAT.



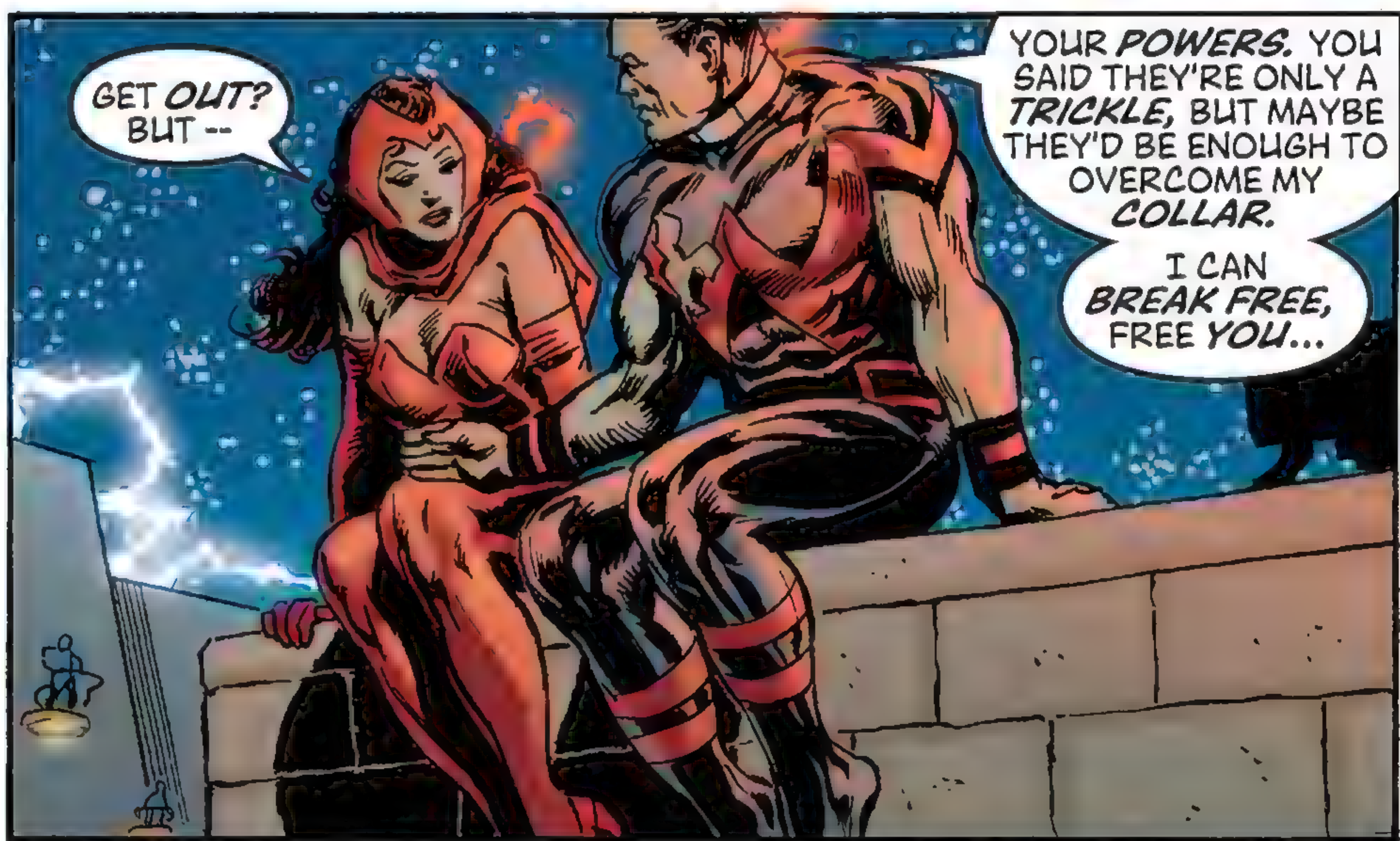
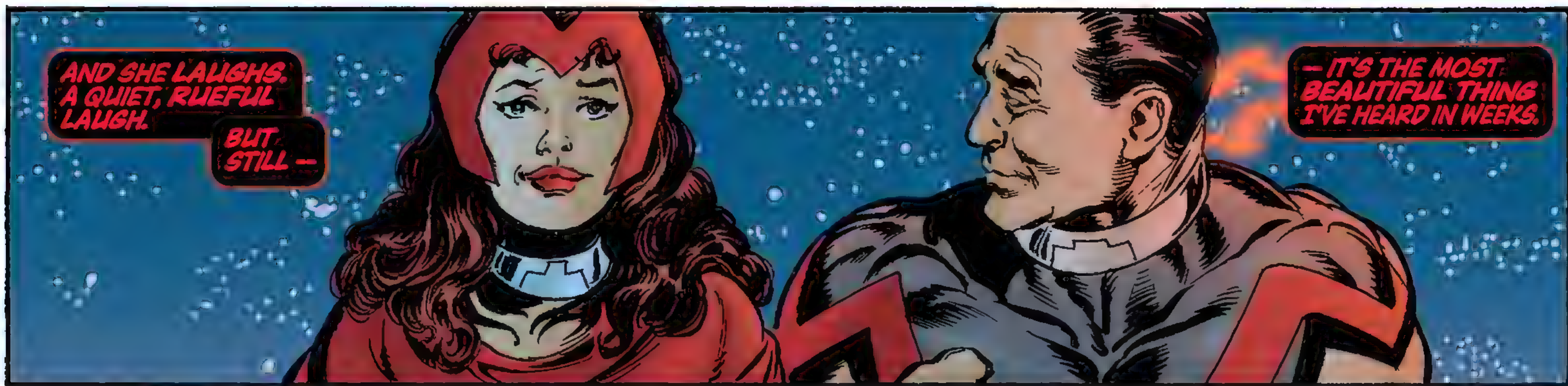
FOR SO LONG, I COULDN'T *TELL* YOU.

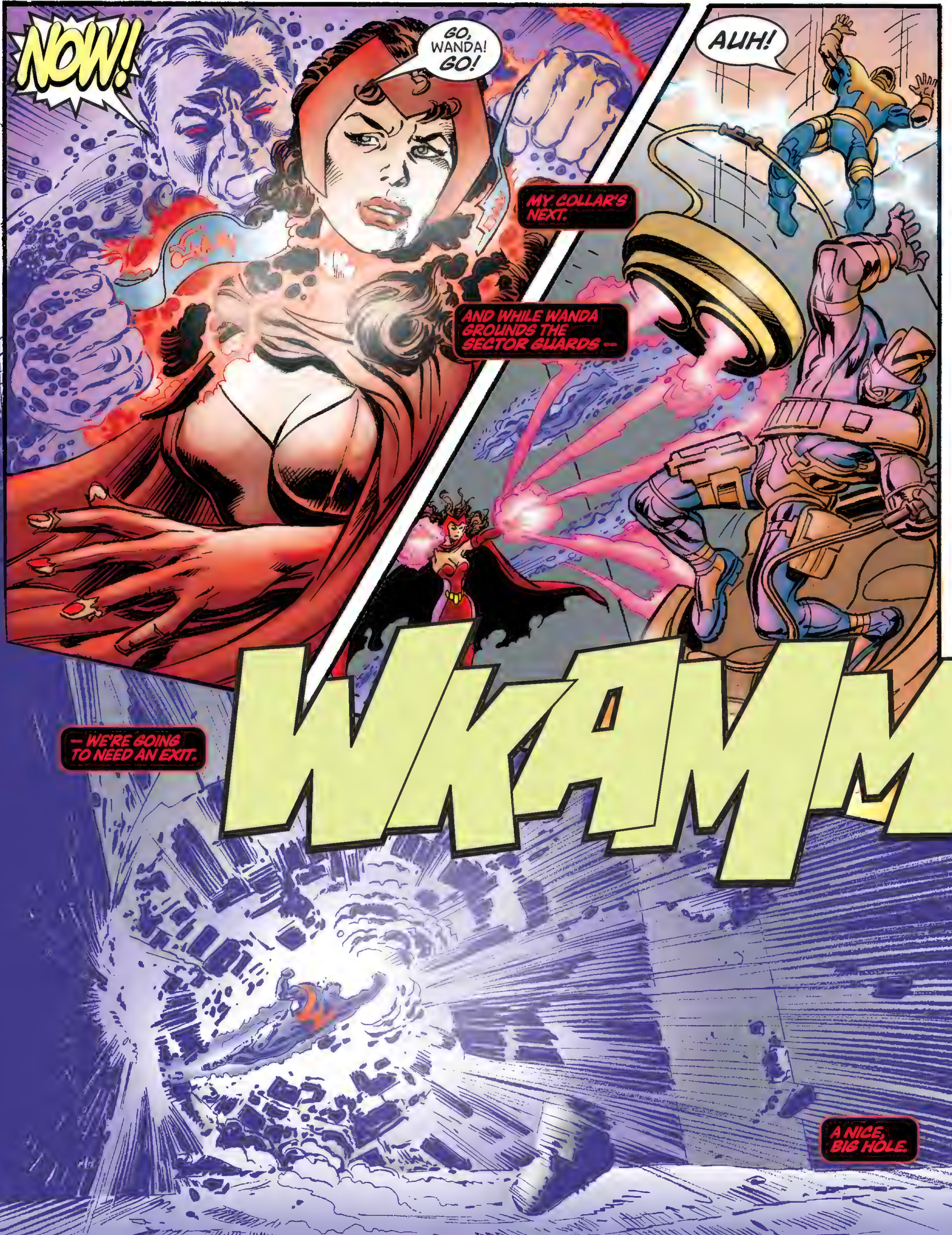
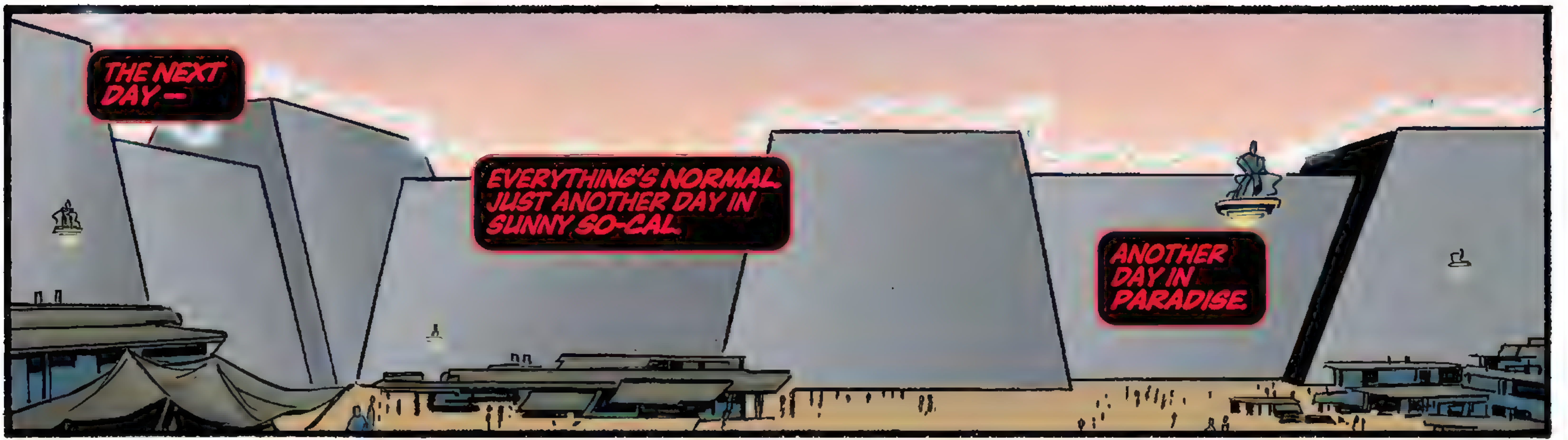
HOW DO YOU TELL SOMEONE WHO *LOVED* YOU EVEN *BEYOND DEATH* THAT, WELL, *THANKS*, BUT...

AND YOU -- YOU *BROUGHT* ME BACK TO LIFE. TO *LIFE*.

IT WOULD HAVE SEEMED SO... *UNGRATEFUL*...







WE COULDN'T SEE
WHAT WAS OUTSIDE
THE WALLS, NOT
BEFORE WE MADE
OUR MOVE.

IT DOESN'T MATTER.

GUARDS
OUTSIDE, JUST
LIKE WE
THOUGHT.

THEY'RE
WELL-TRAINED.
FAST.

BUT THEY'RE
NOT GOING TO GIVE
US ANY TROUBLE.
ARE THEY?

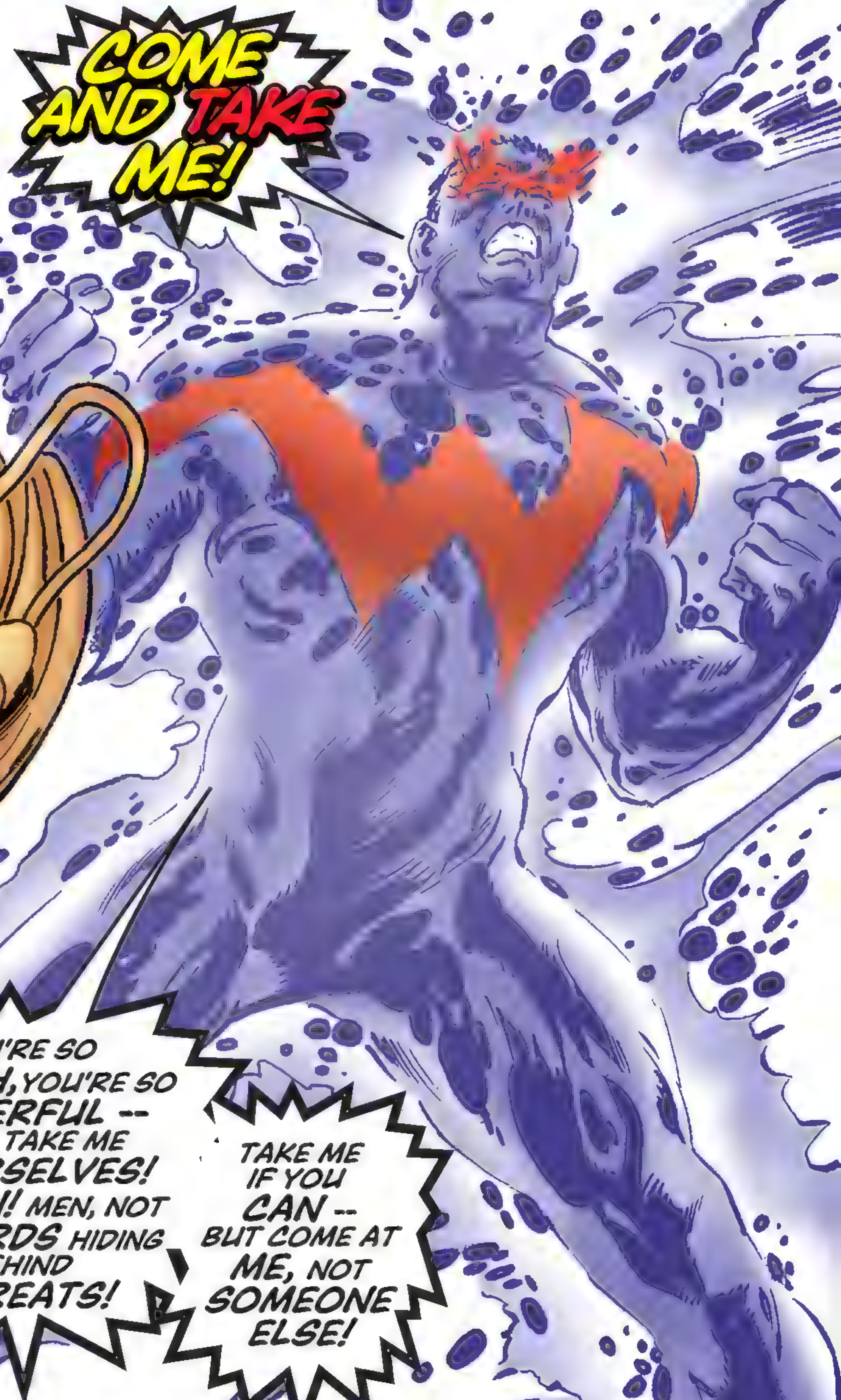
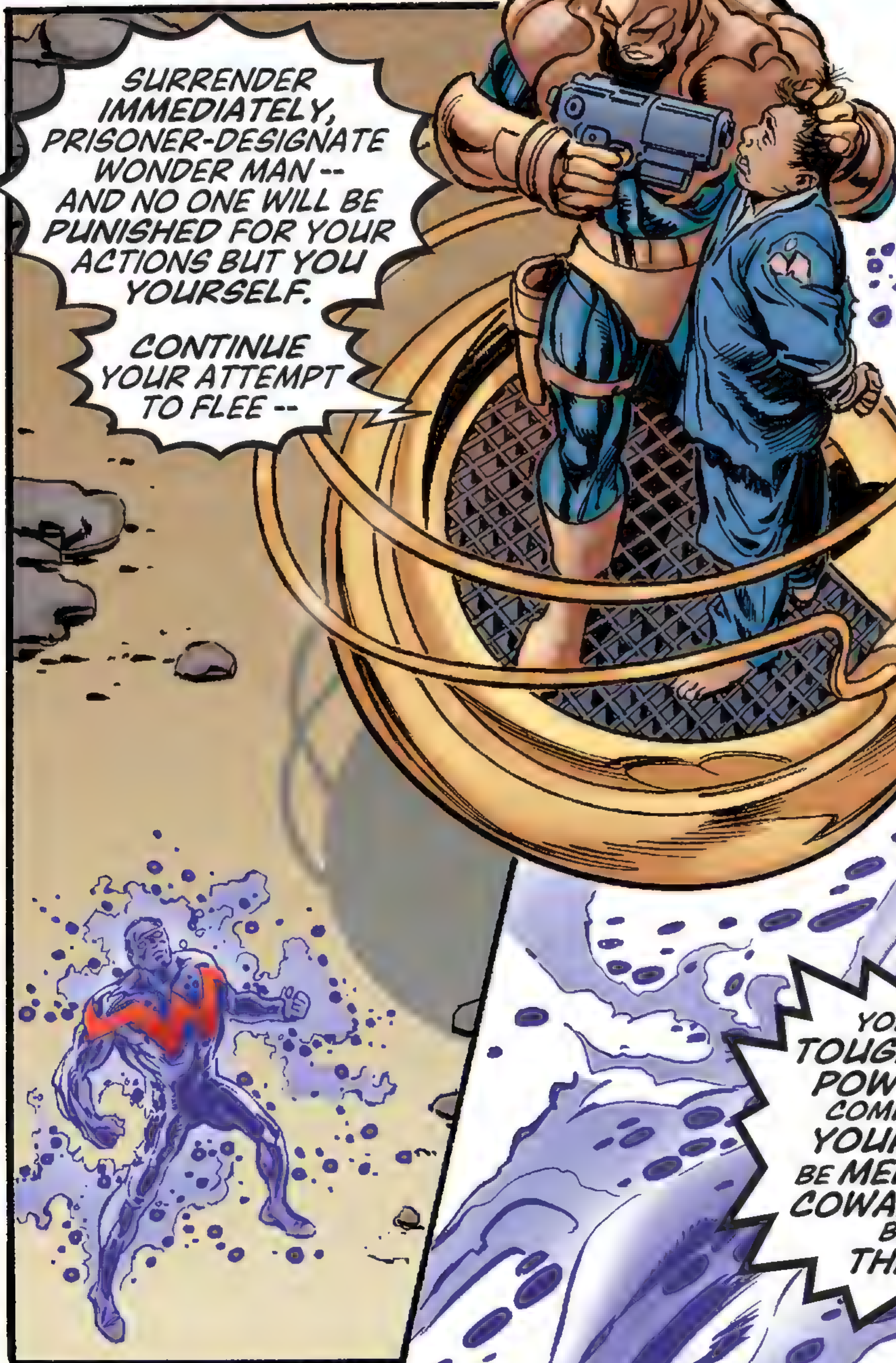
HARDLY.

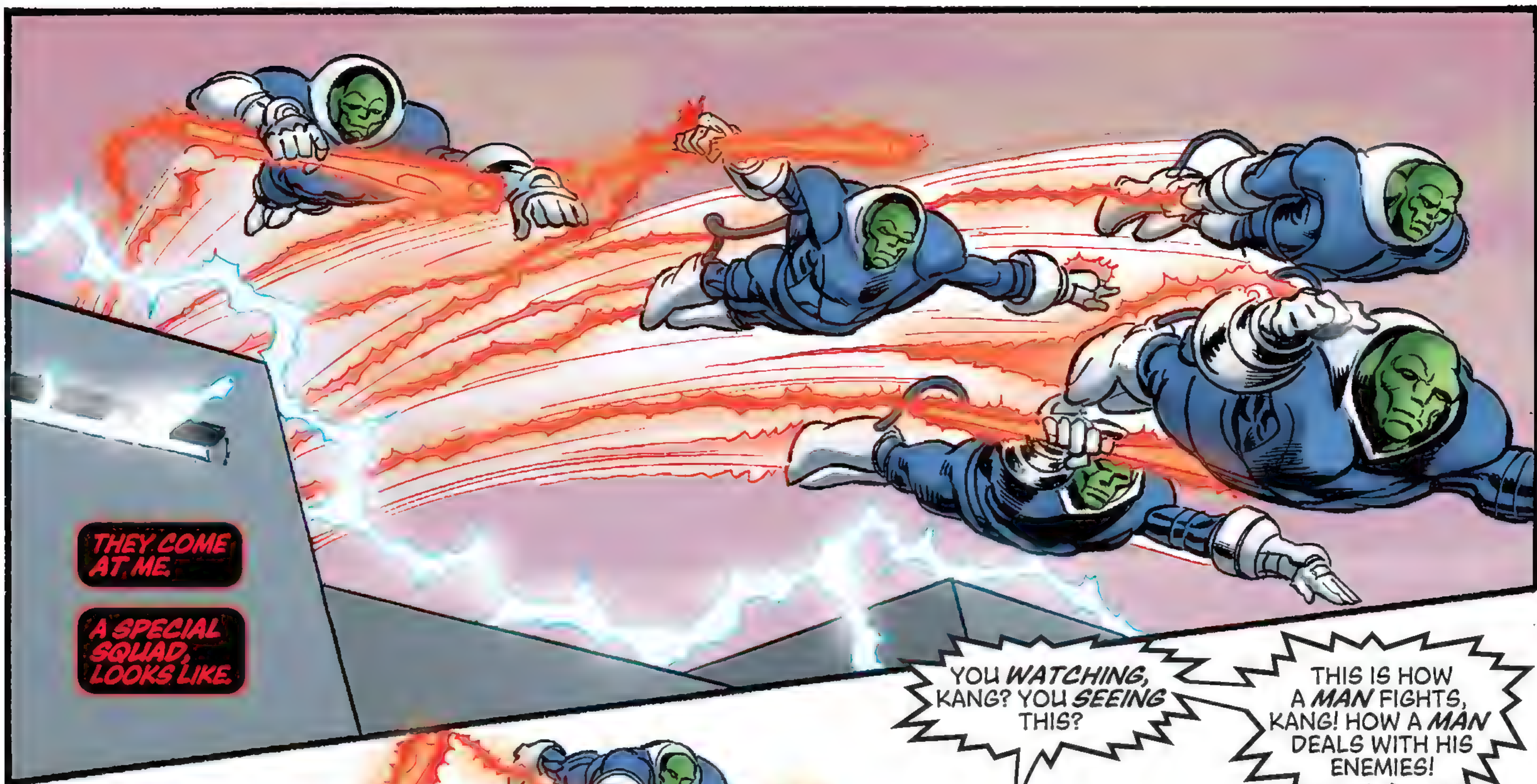
BUT --

ATTENTION,
PRISONER-DESIGNATE
WONDER MAN --

WH--?

-- PRISONER-
DESIGNATE SCARLET
WITCH --





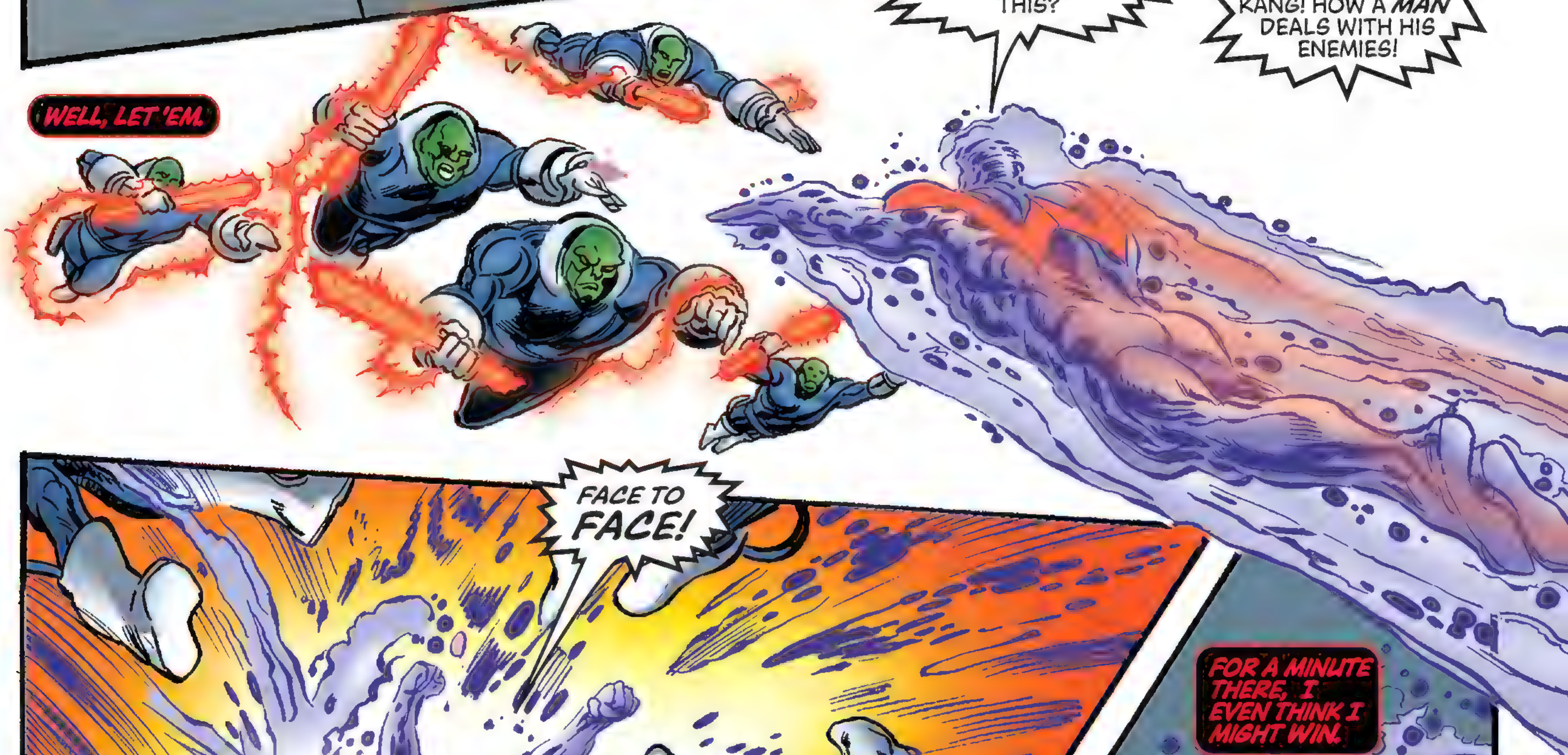
THEY COME AT ME.

A SPECIAL SQUAD, LOOKS LIKE.

YOU WATCHING, KANG? YOU SEEING THIS?

THIS IS HOW A MAN FIGHTS, KANG! HOW A MAN DEALS WITH HIS ENEMIES!

WELL, LET 'EM.



FACE TO FACE!

FOR A MINUTE THERE, I EVEN THINK I MIGHT WIN.



THEY MAY BE DESIGNED TO BEAT ME, BUT THEY NEVER FOUGHT ME BEFORE.

I HIT THEM HARDER THAN THEY WERE EXPECTING, AND I DON'T LET UP.

NO WEASELING, KANG! NO HIDING BEHIND HOSTAGES!

BUT THEN — SOME SORT
OF ENERGY-CANNON ON
THE CAMP WALLS —

UHK!

HK
HKH

MAYBE IT'S GOT
SOMETHING IN IT LIKE
THE SUPPRESSOR-
COLLARS.

WHATEVER IT IS,
IT RIPS RIGHT
THROUGH ME —

I CAN'T
BREATHE —

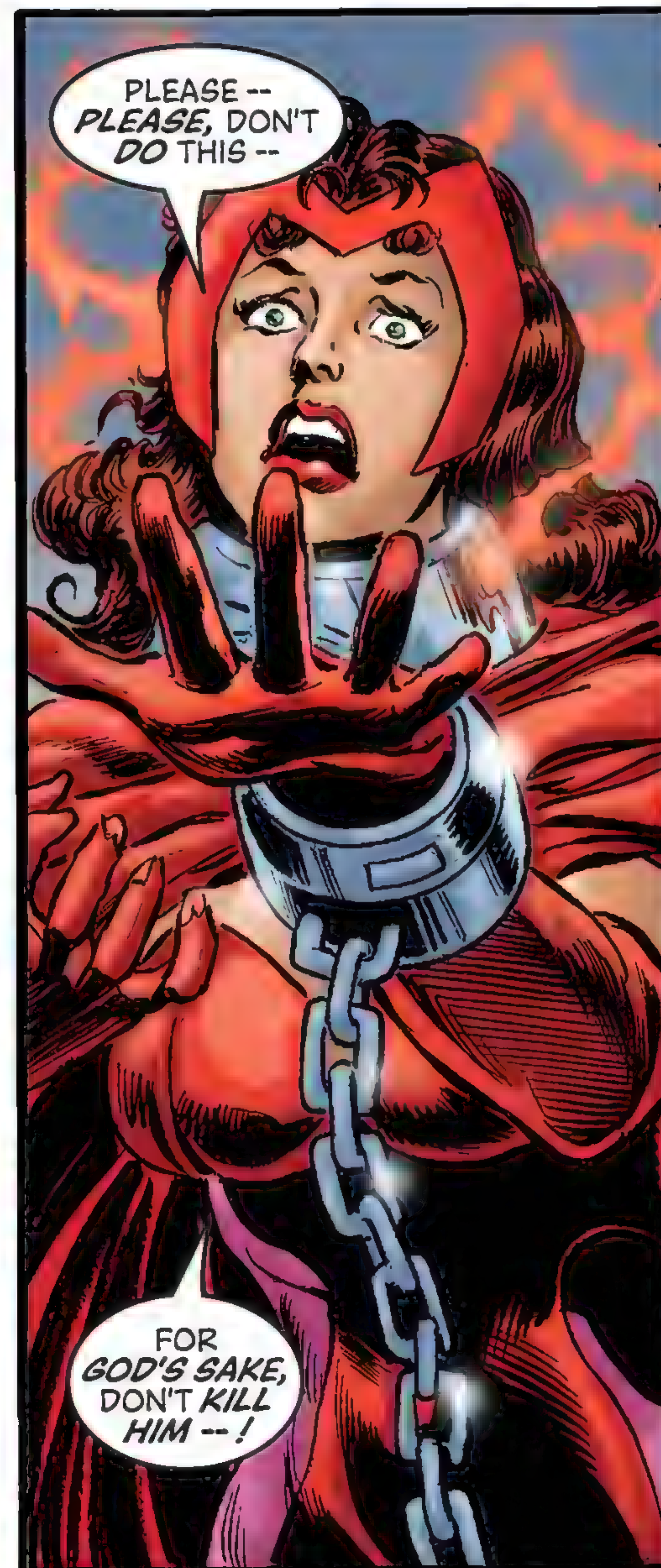
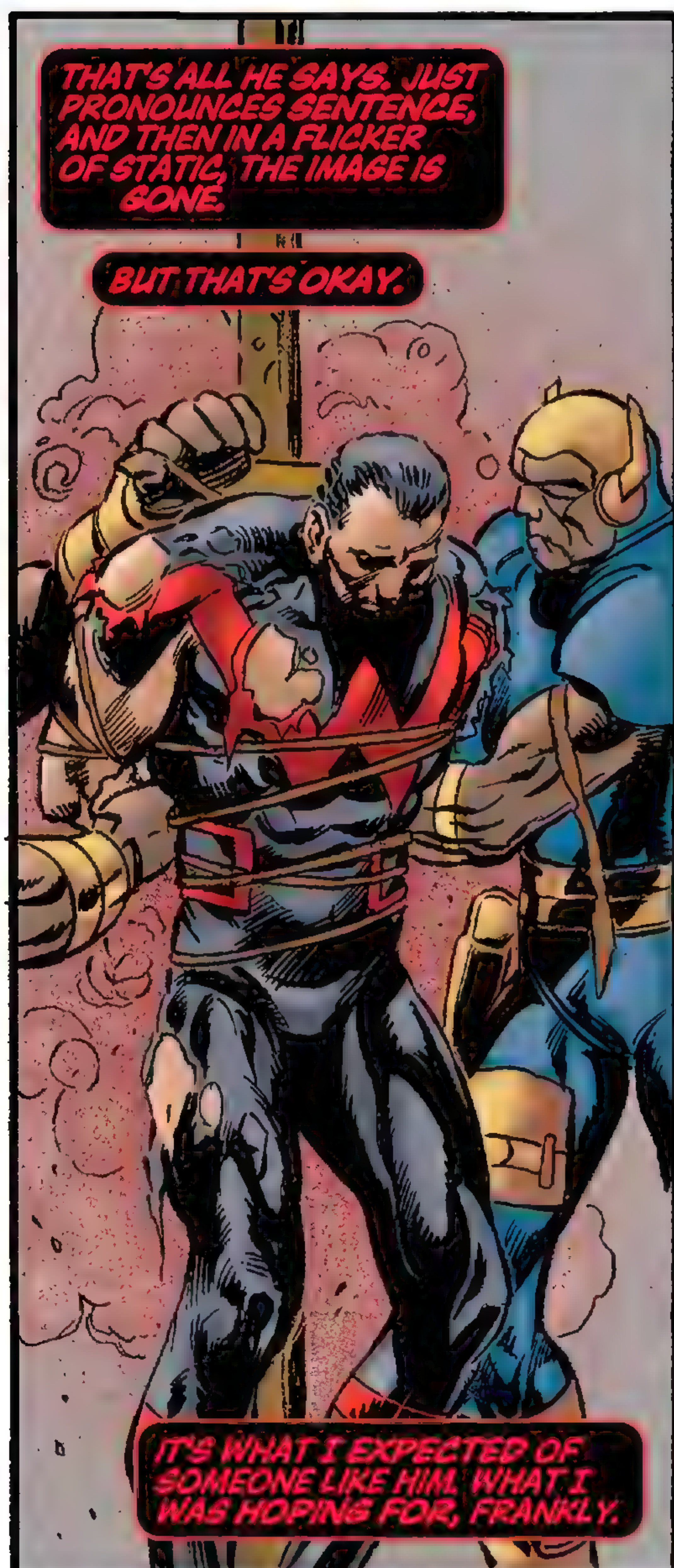
CAN'T
MOVE —

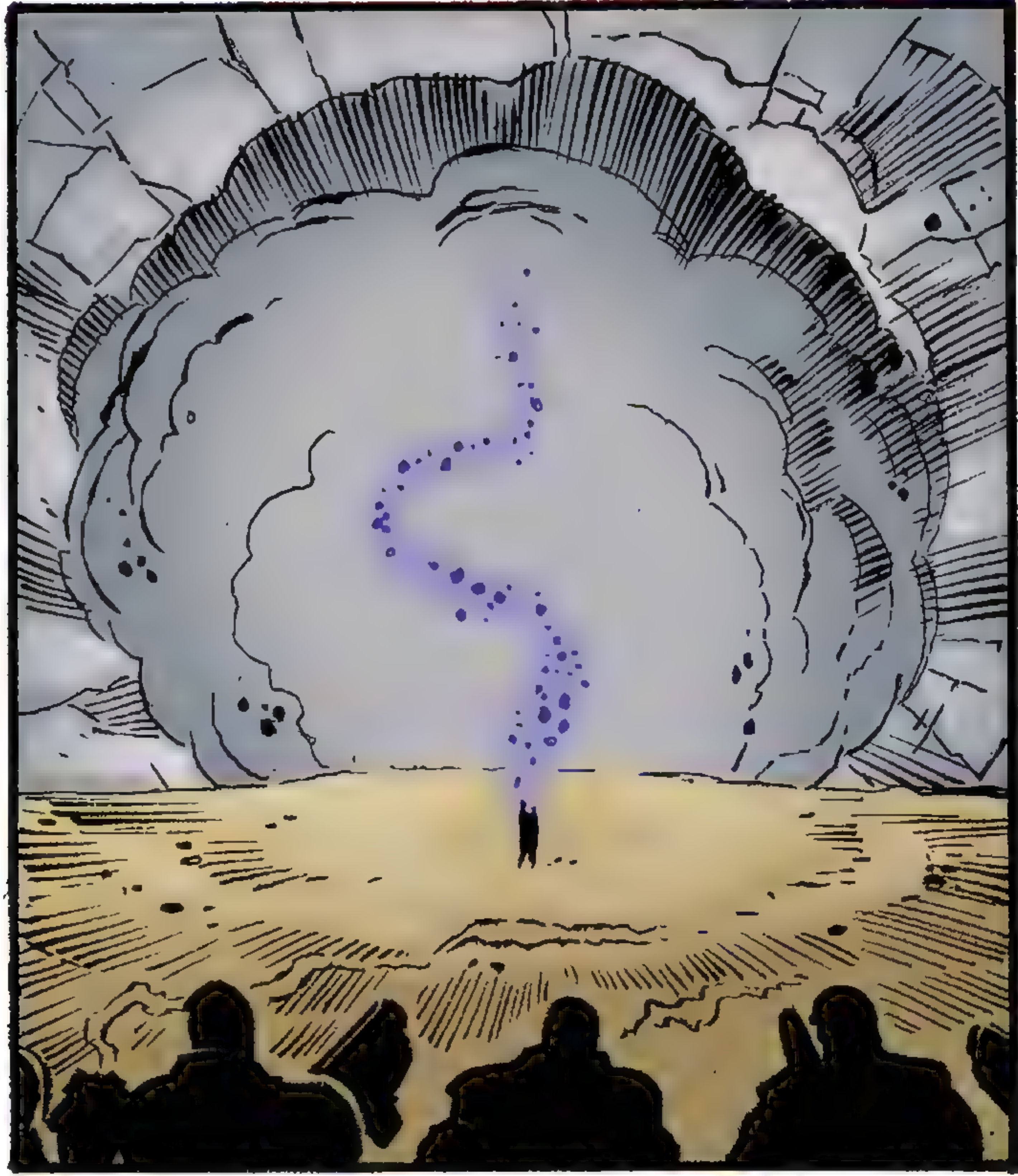
AND THEY COME
AT ME AGAIN.

YOU...
YOU WATCHING,
KANG...?

IT DOESN'T
LAST VERY LONG
AFTER THAT.

IT DOESN'T LAST
VERY LONG AT ALL.

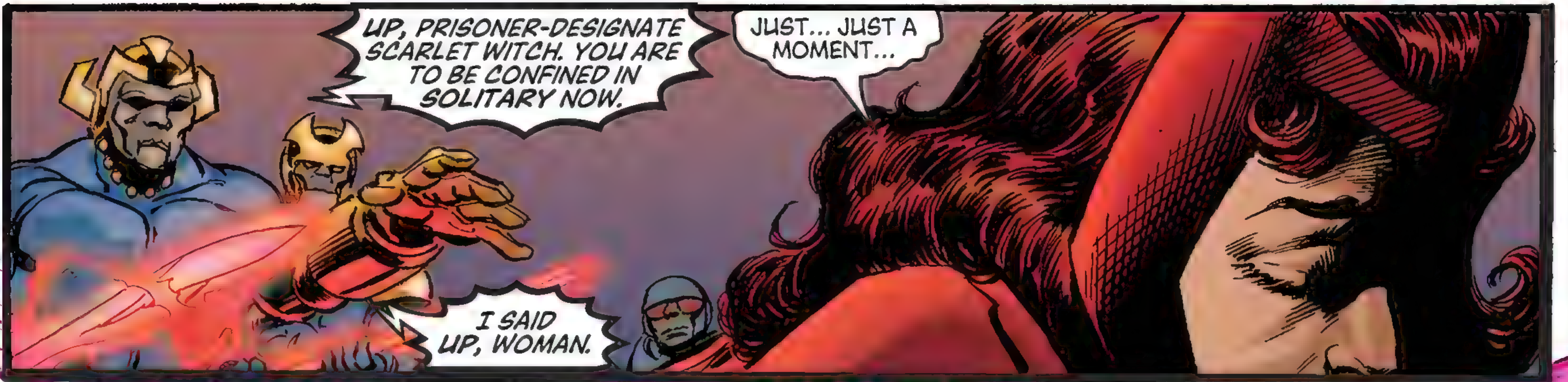






YOU -- YOU *DID*
IT, YOU HEARTLESS
MONSTERS --

YOU
KILLED
HIM--!



UP, PRISONER-DESIGNATE
SCARLET WITCH. YOU ARE
TO BE CONFINED IN
SOLITARY NOW.

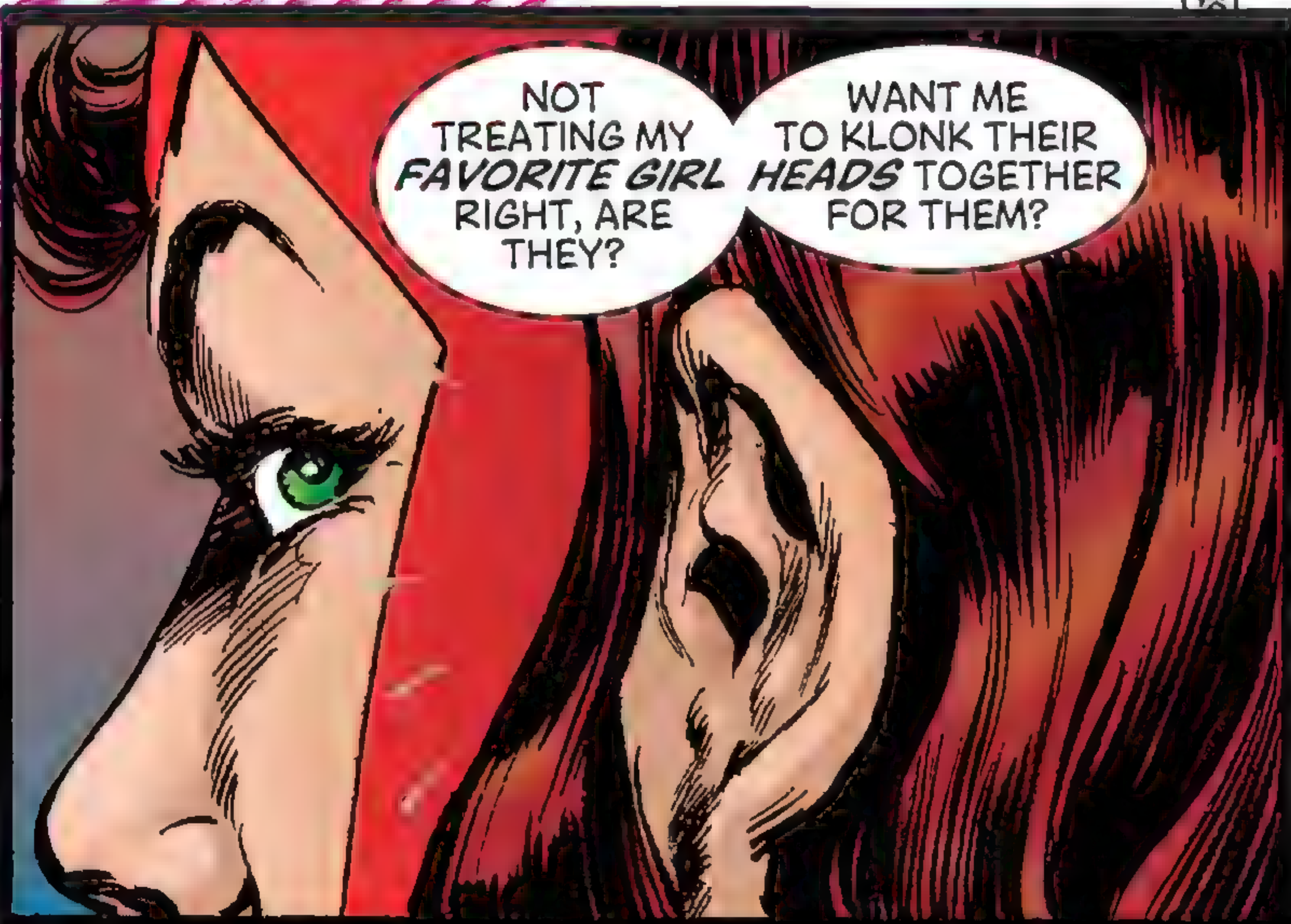
JUST... JUST A
MOMENT...

I SAID
UP, WOMAN.



AND I SAID
I'LL GO IN A
MINUTE, YOU
MURDERER! JUST
GIVE ME --

-- GIVE ME A
FEW SECONDS
TO GRIEVE...!



NOT
TREATING MY
FAVORITE GIRL
RIGHT, ARE
THEY?

WANT ME
TO KLONK THEIR
HEADS TOGETHER
FOR THEM?



THAT --
WON'T BE
NECESSARY,
SIMON.

BUT
IT'S NICE TO
HEAR YOUR
VOICE...



SO. YOU
THINK THAT'D
WORK?

IT WAS A
DANGEROUS
PLAN...

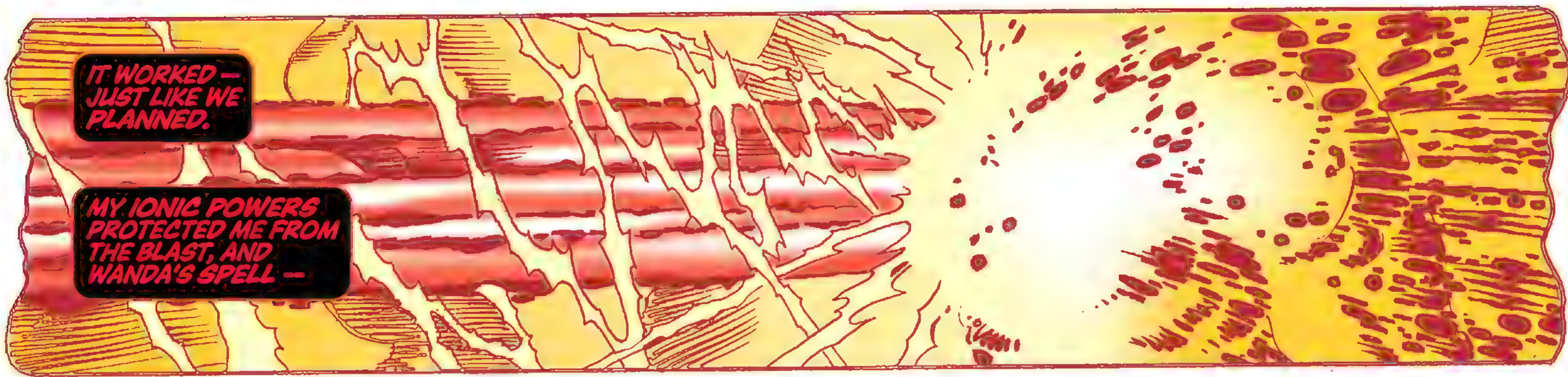


...ALL THE MORE SO BECAUSE IT RISKED INNOCENT LIVES...

Y-YES... IT SHOULD. IT SHOULD.

IF I PUT THE **RIGHT SPELL** ON YOU WHILE MY COLLAR'S **INACTIVE**, THEN EVEN IF THEY PUT A NEW COLLAR ON YOU, IT WON'T **WORK**. AT LEAST, NOT RIGHT AWAY.

AND WHEN THEY **SHOOT** YOU...



IT WORKED — JUST LIKE WE PLANNED.

MY **IONIC POWERS** PROTECTED ME FROM THE BLAST, AND WANDA'S SPELL —



YOU COULD COME TOO. WE COULD RIG IT SO THAT **YOU** TURN INVISIBLE TOO -- SO IT LOOKS LIKE YOU'RE **VAPORIZED** WHEN I "**EXPLODE**"...

NO. I **CAN'T**.

THE ONLY WAY IT WOULDN'T LOOK **SUSPICIOUS** IS IF I WAS THERE **NEXT** TO YOU...

...AND THE RISK IS **TOO GREAT** THAT KANG WILL GO IN FOR REPRISALS IF MORE THAN **ONE** OF US SHOWS THAT KIND OF **DEFIANCE**



IN **YOU**, HE'LL HONOR IT. I **HOPE**.

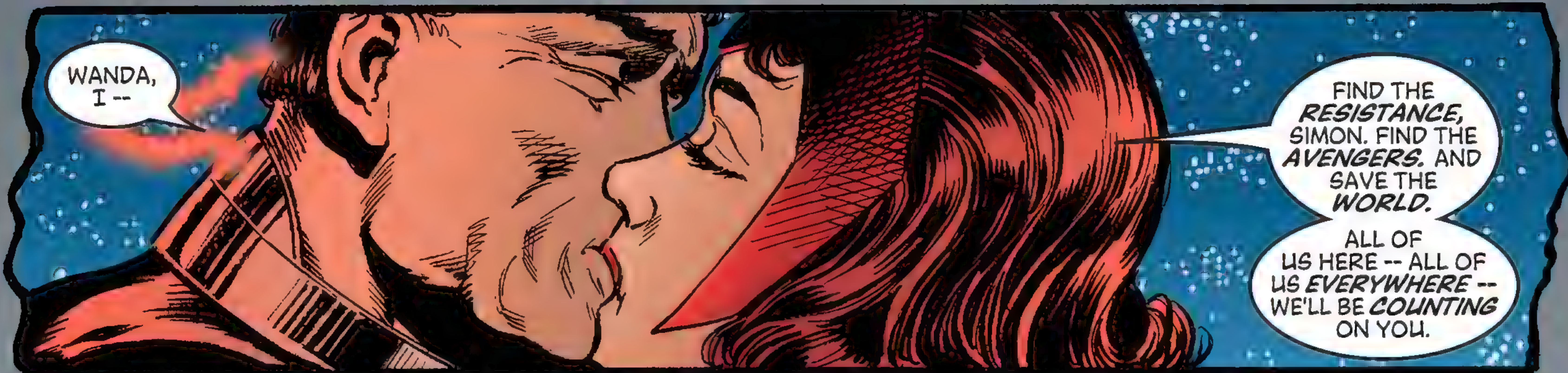
BUT IN A **WOMAN**? WE CAN'T TAKE THAT **CHANCE**.



BESIDES, MY PLACE IS **HERE**.

I CAN **HELP** PEOPLE -- PEOPLE WHO **BADLY NEED** IT. HELP KEEP THEM **ALIVE** UNTIL THEY CAN BE **FREED**.

SOMEONE SHOULD STAY TO DO THAT...



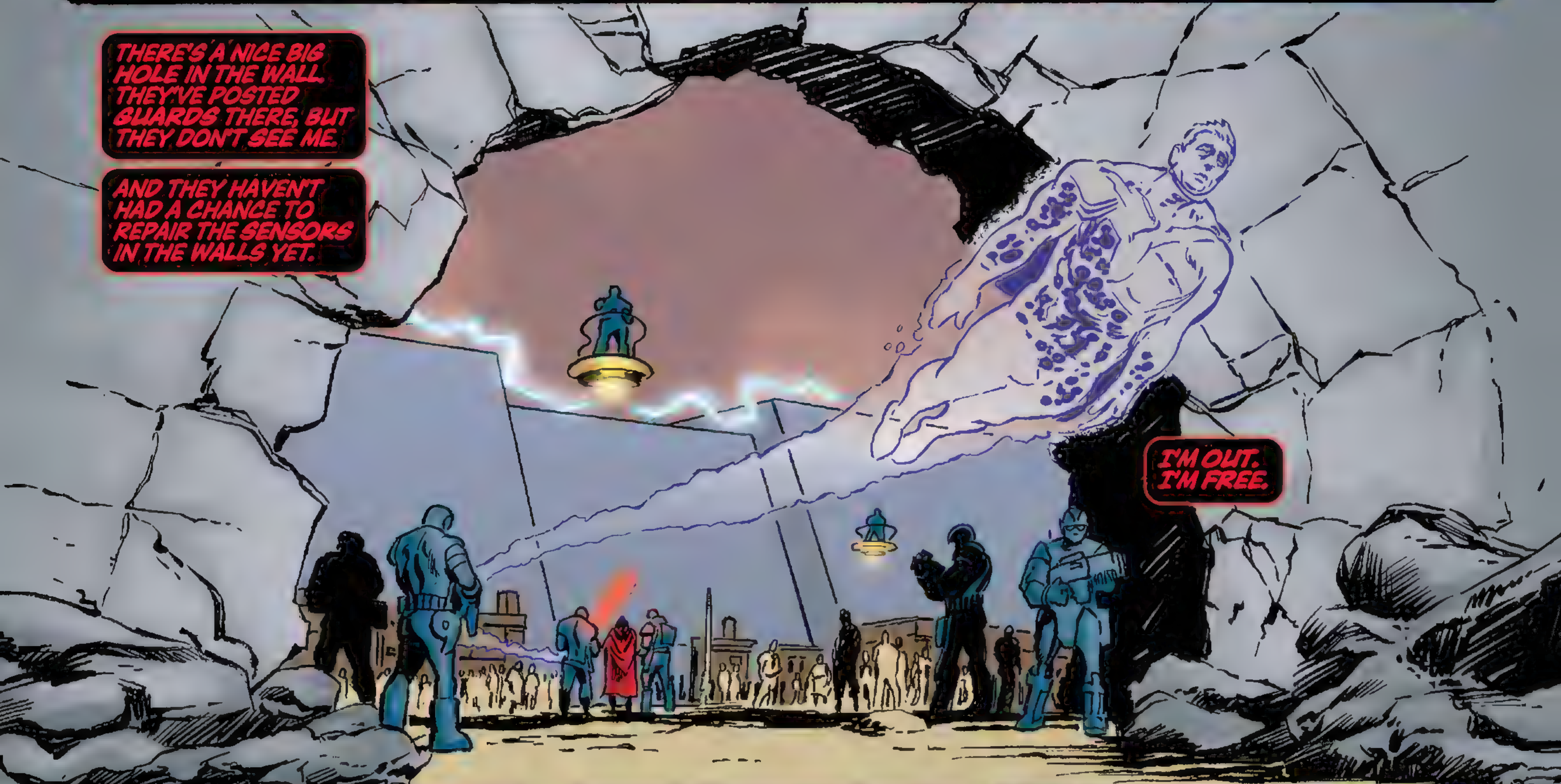
WANDA,
I --

FIND THE
RESISTANCE,
SIMON. FIND THE
AVENGERS. AND
SAVE THE
WORLD.

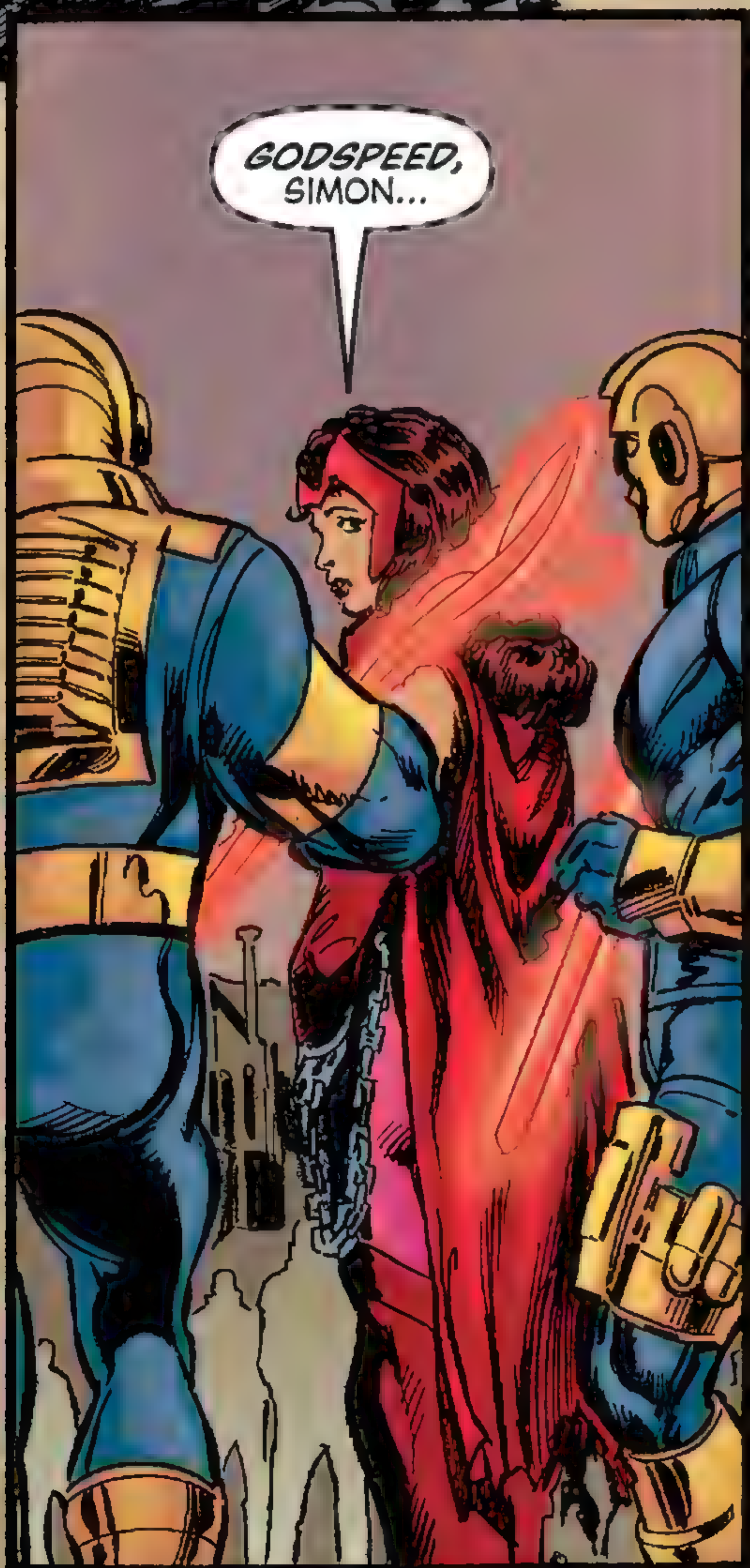
ALL OF
US HERE -- ALL OF
US EVERYWHERE --
WE'LL BE COUNTING
ON YOU.

THERE'S A NICE BIG
HOLE IN THE WALL.
THEY'VE POSTED
GUARDS THERE, BUT
THEY DON'T SEE ME.

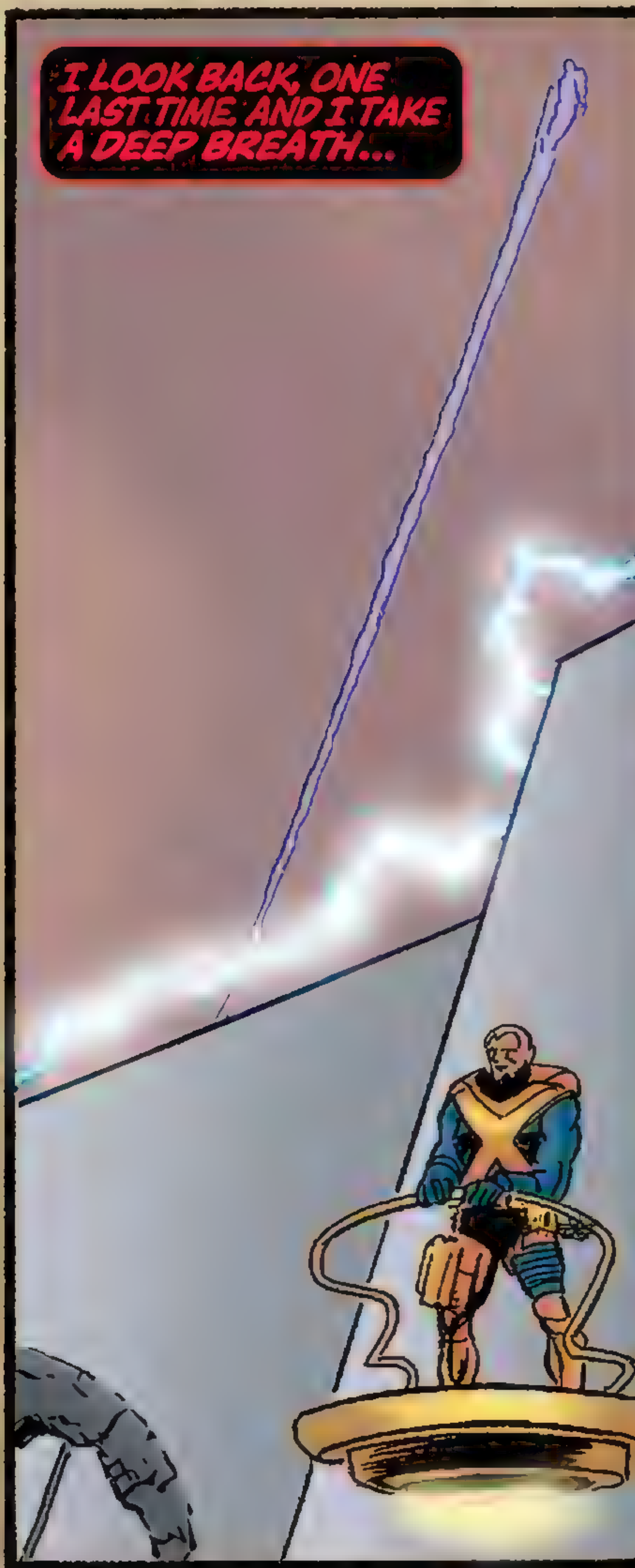
AND THEY HAVEN'T
HAD A CHANCE TO
REPAIR THE SENSORS
IN THE WALLS YET.



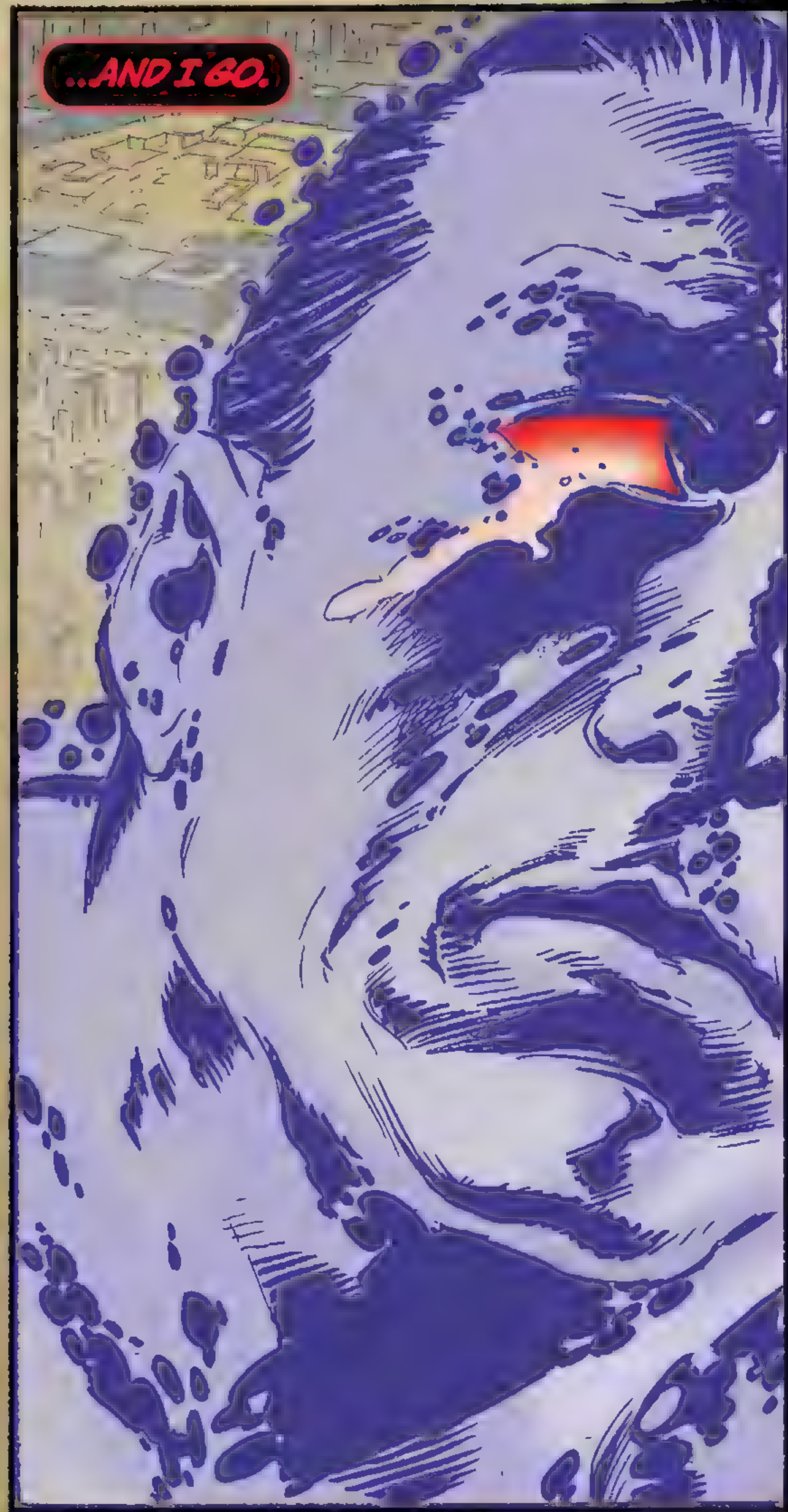
I'M OUT.
I'M FREE.



GODSPEED,
SIMON...



I LOOK BACK, ONE
LAST TIME AND I TAKE
A DEEP BREATH...



...AND I GO.

FOR BIG JOHN.



NORTHERN MONTANA:■

...NEAR WHAT USED TO BE THE CANADIAN BORDER, BEFORE KANG THE CONQUEROR CONQUERED BOTH NATIONS AND MORE, AND DECLARED THEM PART OF HIS GRAND IMPERIUM.

STILL, THERE ARE POCKETS OF RESISTANCE...

...LIKE THESE PITIFUL FEW, THE ONLY SURVIVORS OF A REBEL CAMP ROUTED BY KANG'S MEN...

...A FEW MORE MILES, AND MAYBE... MAYBE WE'LL BE SAFE...

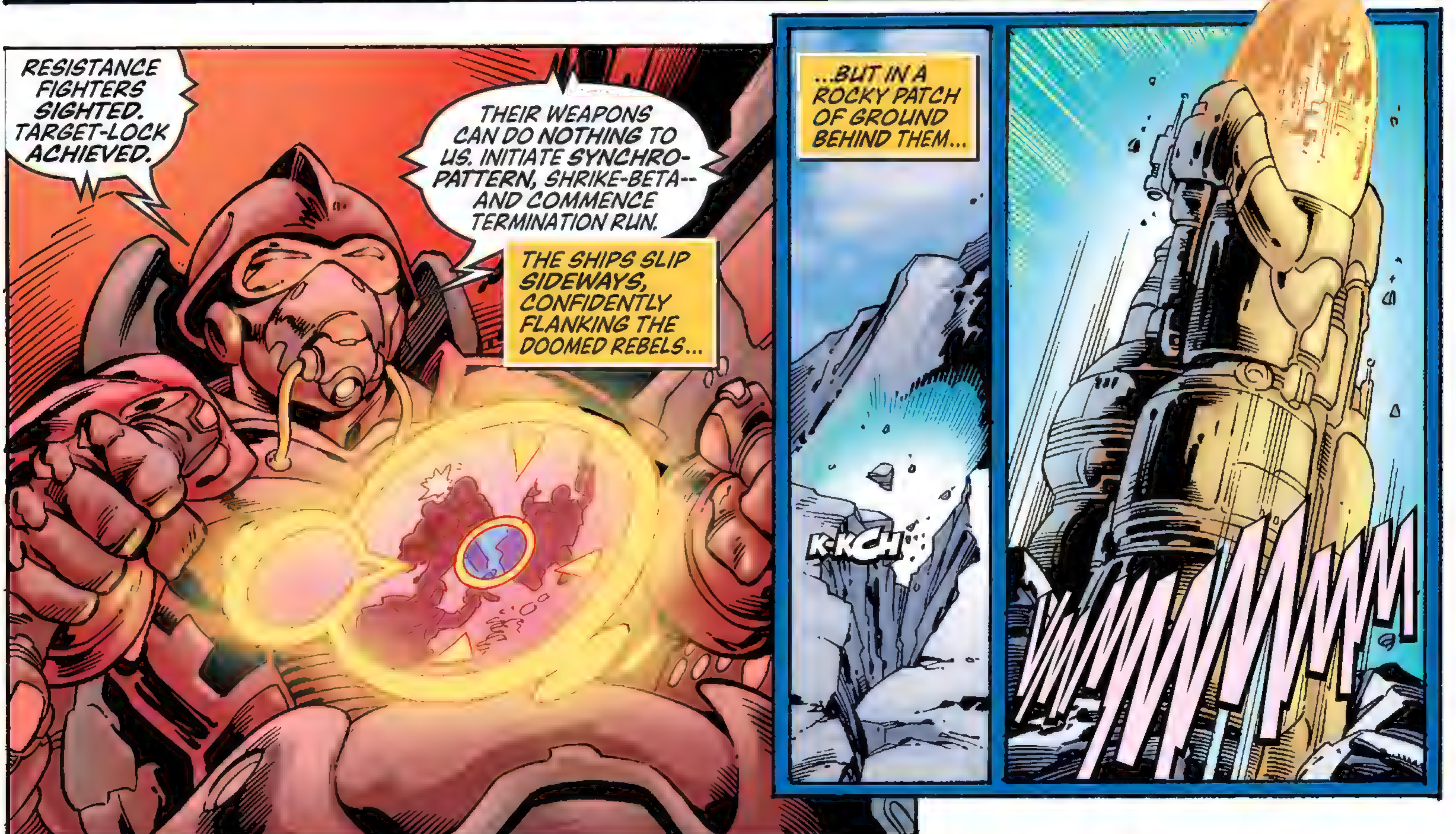
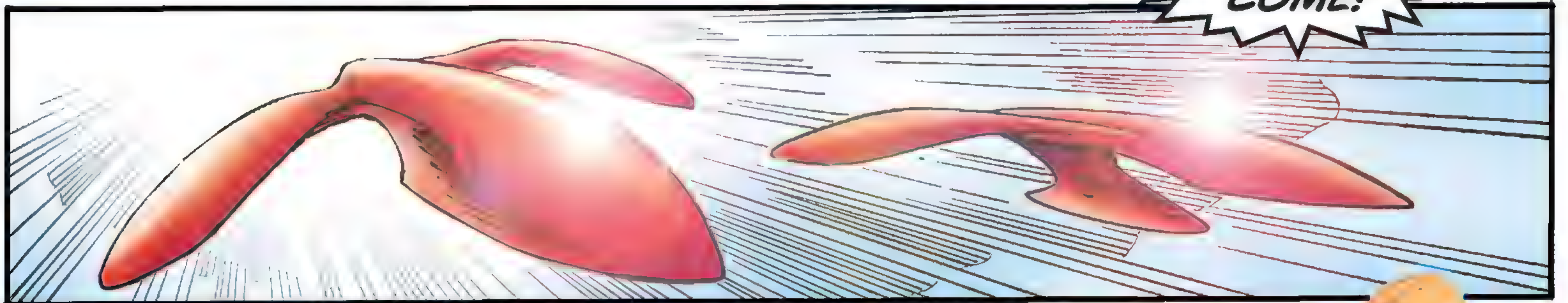
IT WON'T TAKE 'EM LONG TO REALIZE THEY DIDN'T GET *EVERYONE*, CARSON. AND WE'RE LEAVING A TRAIL A *THREE-YEAR-OLD* COULD FOLLOW. STILL, TELL US *AGAIN*. MAYBE WE'LL *BELIEVE* IT THIS T--



--OH, NO.

WEAPONS READY, EVERYONE! AND DIG IN AS BEST YOU CAN--

--'CAUSE HERE THEY COME!



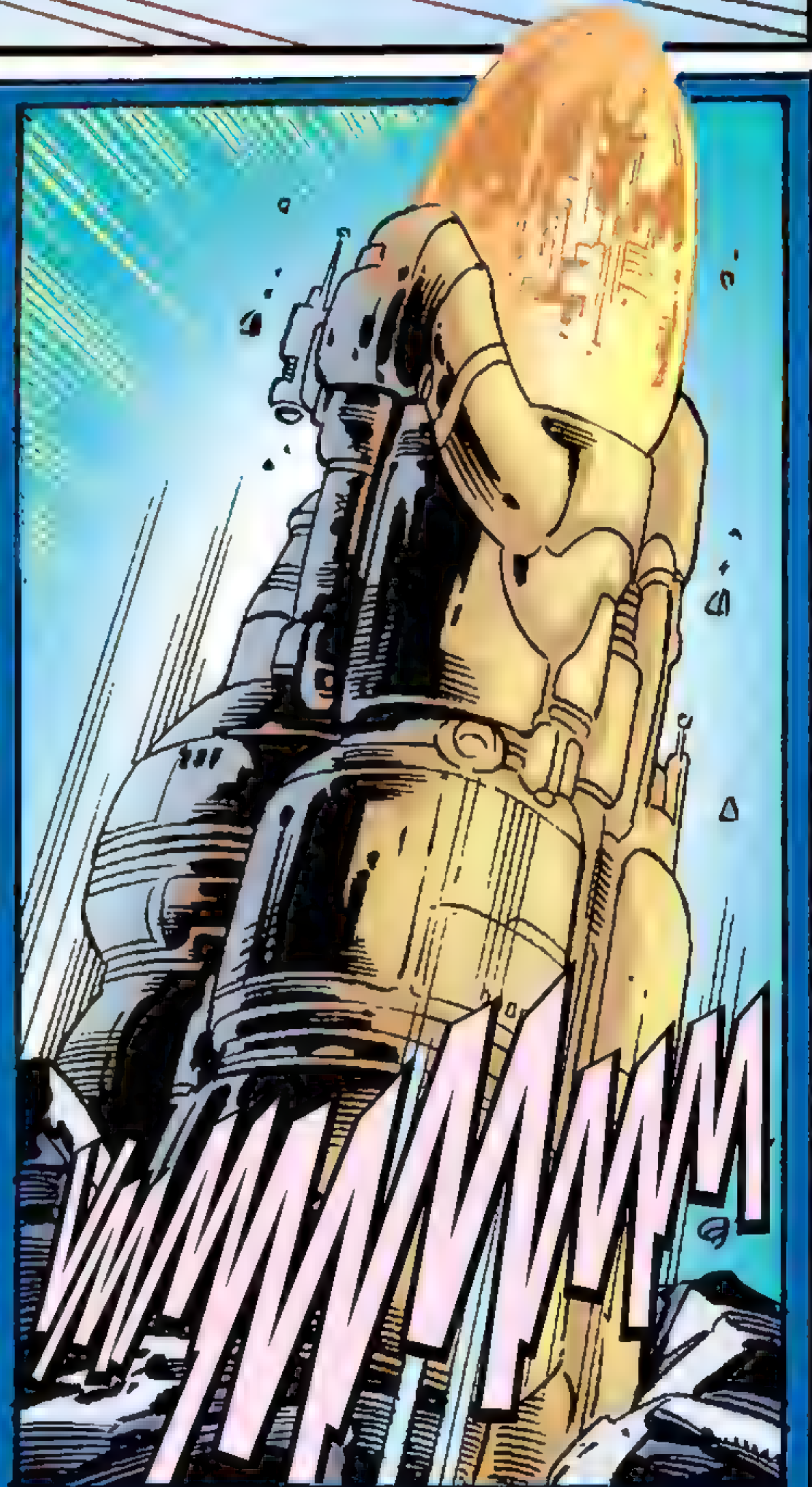
RESISTANCE FIGHTERS SIGHTED. TARGET-LOCK ACHIEVED.

THEIR WEAPONS CAN DO NOTHING TO US. INITIATE SYNCHRO-PATTERN, SHRIKE-BETA-- AND COMMENCE TERMINATION RUN.

THE SHIPS SLIP SIDWAYS, CONFIDENTLY FLANKING THE DOOMED REBELS...

...BUT IN A ROCKY PATCH OF GROUND BEHIND THEM...

K-KCH!





AND--

WRITER: KURT BUSIEK GUEST PENCILER: IVAN REIS
GUEST INKER: RANDY EMBERLIN
COLORS: TOM SMITH

VIP
VIP

CENTRAL SIBERIA,
NORTH OF YAKUTSK: ■

"IT WORKED
GOOD. ALL
RIGHT, FOLKS--
LET'S MOVE
ON TO THE
NEXT STAGE--"

AH, JUST
LOOK AT IT,
MARCUS.

THEIR DEFENSES
SHATTERED, THEIR LINES
BROKEN-- AND NOW THERE IS
NOTHING LEFT FOR THEM
BUT FLIGHT.

IT IS POETRY--
GLORIOUS, EPIC
POETRY.

W-WHAT--?
THEY--
THEY JUST--

AND THERE CAME
A DAY UNLIKE ANY
OTHER, WHEN
EARTH'S MIGHTIEST HEROES
WERE UNITED AGAINST A
COMMON THREAT! ON THAT DAY
THE AVENGERS WERE BORN --
TO FIGHT THE FOES NO SINGLE
HERO COULD WITHSTAND!

STAN LEE PRESENTS:
THE MIGHTY AVENGERS IN:

COUNTER ATTACK

LETTERS: RICHARD STARKINGS & COMICRAFT'S SAIDA!
MARC SUMERAK ASSISTANT EDITOR TOM BREVOORT EDITOR
JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



THIS IS THE *TRUE* THRILL.

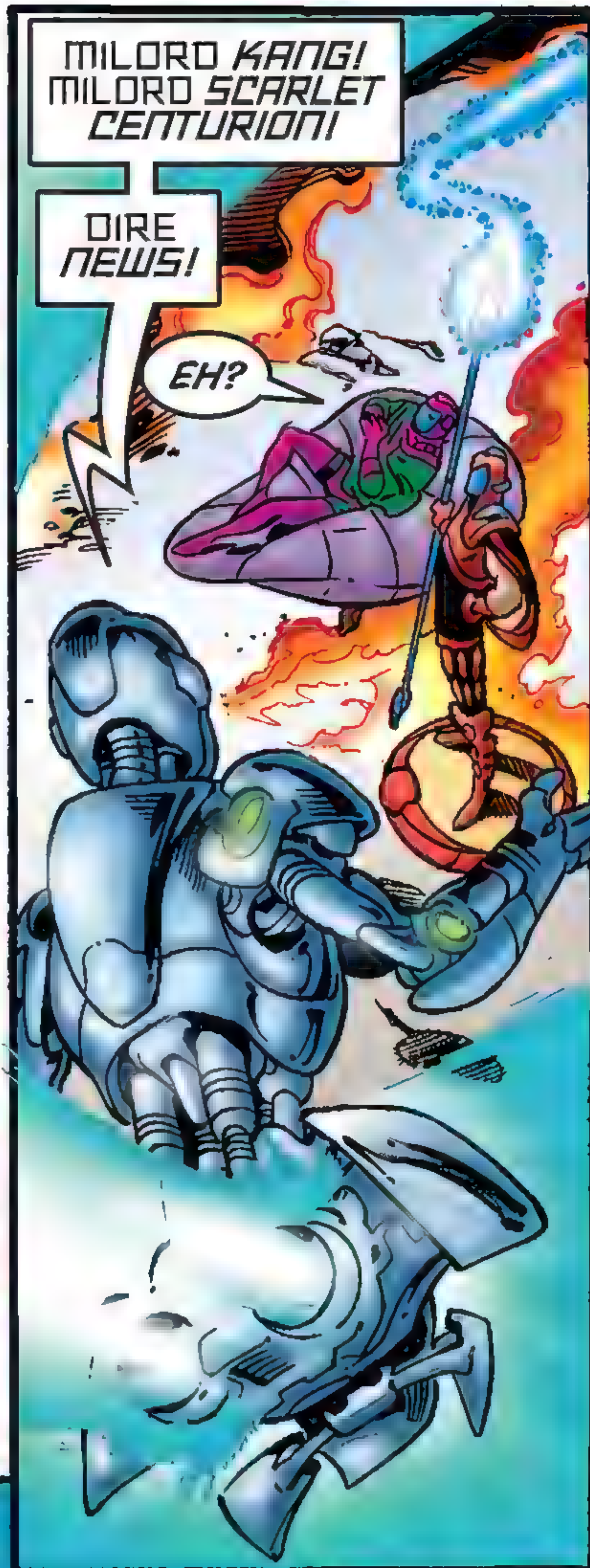
NOT MERELY *CRUSHING* ONE'S FOES, BUT MEETING THEM *HEAD TO HEAD*-- BESTING THEM THROUGH *STRATEGY*, THROUGH THE CAREFUL ARRANGEMENT OF ONE'S *FORCES* ON THE BATTLEFIELD.



IT IS NOT *LONG*, IN THIS TIME PERIOD, SINCE RUSSIA CONSIDERED HERSELF PROTECTED BY HER OWN *VAST SIZE*--

--BY THE TOLL OF THE *LONG MARCHES* AND EXTENDED *SUPPLY LINES* PROVING FATAL TO ANY INVADER.

NOT SO *HERE*, HOWEVER-- AND IT COSTS THEM--



MILORD *KANG!*
MILORD *SCARLET CENTURION!*

DIRE NEWS!

EH?



IT HAD BETTER BE IMPORTANT NEWS *INDEED*, SERVITOR, FOR WHOMEVER SENT YOU TO *DISTRACT* MY SON AND I FROM--

IT IS A *CODE-THREE* ALERT, SIRE! THERE IS TROUBLE-- *GRAVE* TROUBLE--

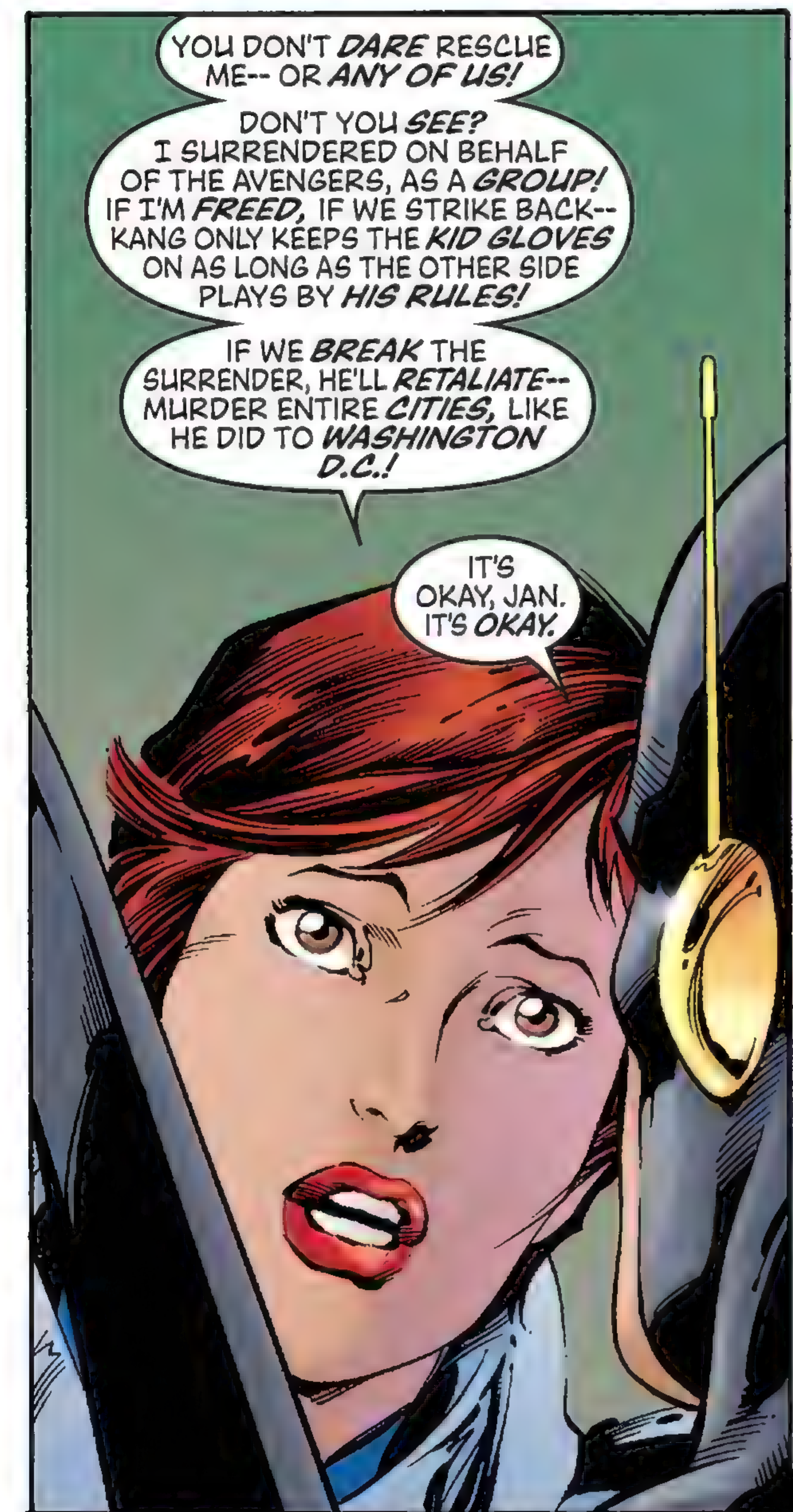
"--AT THE IMPERIAL PRISON!"



STRIKE *FIERCELY*, AVENGERS! THOU ART ALMOST THROUGH!

AND *THESE* FELLAS AREN'T GOING TO BE GIVING US ANY MORE TROUBLE, THOR-- ARE YOU, BOYS?

DIDN'T THINK SO.
SO LET'S MOVE ON TO--



JAN! THAT PSYCHO ACTUALLY TRUSSED YOU UP-- LIKE A BEAST OF BURDEN?!

DON'T WORRY, HON. EVEN NOW, OTHER SQUADS ARE FREEING THE REST OF THE CAPTIVE HEROES. NOBODY STAYS IN KANG'S CLUTCHES.

HE-- HE LIKES TO HAVE EXTRA SECURITY WHEN HE'S NOT IN THE AREA. BUT WHAT--?

BUT-- BUT YOU CAN'T--!

YOU DON'T DARE RESCUE ME-- OR ANY OF US! DON'T YOU SEE? I SURRENDERED ON BEHALF OF THE AVENGERS, AS A GROUP! IF I'M FREED, IF WE STRIKE BACK-- KANG ONLY KEEPS THE KID GLOVES ON AS LONG AS THE OTHER SIDE PLAYS BY HIS RULES!

IF WE BREAK THE SURRENDER, HE'LL RETALIATE-- MURDER ENTIRE CITIES, LIKE HE DID TO WASHINGTON D.C.!

IT'S OKAY, JAN. IT'S OKAY.

YELLOWJACKET SPEAKS SOOTH, MILADY WASP. WE STAND PREPARED-- READY TO FIGHT BACK 'GAINST THE TYRANT KANG.

MERELY STEP THROUGH THE PORTAL I HAVE CREATED WITH THE ENCHANTMENTS OF MY MYSTIC HAMMER--

--AND THOU WILT SEE.

NORTHERN CANADA: ■

THE HIDDEN FORMER BASE OF THE SELF-STYLED MASTER OF THE WORLD.

...SEE, JAN? THE BASE IS STILL SHIELDED FROM KANG'S SENSORS--



--BUT WE'VE FINALLY **CRACKED** THE MASTER'S TECHNOLOGY! HIS WEAPONRY CUT THROUGH KANG'S DEFENSES IN **BOSTON**--

--AND NOW IT'LL DO IT AGAIN-- FOR **US!**

IT... SEEMS LIKE A **MIRACLE**, HANK...



WELL, I WON'T SAY IT WASN'T **TRICKY**.

THE CONTROL TECHNOLOGY COULD ONLY BE UNDERSTOOD BY A **GENIUS**, A TOP BRAIN, A **PARAGON** OF SCIENTIFIC ACHIEVEMENT...



...WHICH MEANS OF COURSE, THAT IT WAS MOSTLY **TONY STARK'S** DOING...

DON'T LET HIM **KID** YOU, JAN-- IT WAS A TEAM EFFORT. HANK, **STINGRAY**, THE **BLACK KNIGHT**--

--THE TECHNOLOGY IS SO **ALIEN** THAT WE NEEDED **ALL** THE PERSPECTIVES WE COULD GET.

BUT HERE, LET ME **SHOW** YOU...



THE MASTER'S TECHNOLOGY IS **QUASI-ORGANIC**-- IT CAN "**GROW**," REPLICATING ITSELF FROM RAW MATERIALS IT HARVESTS FROM THE **EARTH'S CRUST**.

THERE'S ALREADY A NETWORK OF IT BENEATH ALL OF **NORTH AMERICA**--

--ALLOWING US TO ACTIVATE THE DORMANT **RING-WALLS** HE CREATED, AS WELL AS CREATE **MORE** OF THEM-- ATTACKING FROM **EVERYWHERE** AT ONCE.

BUT HOW CAN YOU BE SO **SURE**? KANG **DID** BREAK THROUGH THE WASHINGTON RING-WALL...



IT WAS OPERATING ON **AUTOMATIC**-- THE MASTER WASN'T THERE TO **COMPENSATE** FOR KANG'S ATTACKS.



STILL, IF WE **MAKE** THIS MOVE, AND WE'RE WRONG-- HOW MANY WILL **SUFFER**?

HOW MANY WILL **DIE**, IF WE FAIL AGAIN?



WE **HAVE** TO RISK IT, MS. VAN DYNE.

WE HAVE TO PAY **ANY** PRICE, IF THE PRIZE IS **FREEDOM**.

WHO--?



OH!

YOUR SURRENDER, EARLIER-- IT WAS A **NOBLE** THING. YOU DID IT TO SAVE **LIVES**, AND YOU DIDN'T HAVE ANY OTHER CHOICE. NOT THEN.

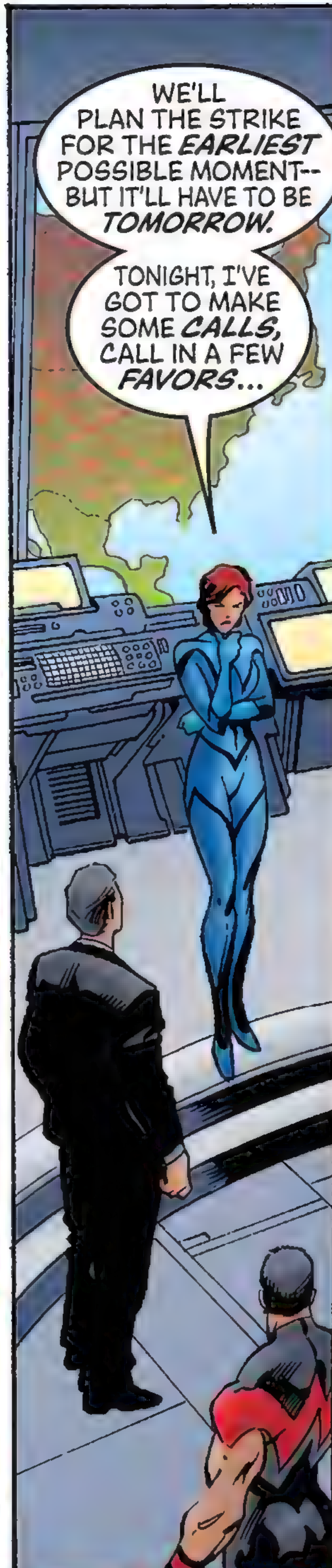
BUT NOW-- IF THERE'S **HOPE**, EVEN THE **FAINTEST** HOPE...

I...



YOU'RE RIGHT, MR. PRESIDENT. AND WE'LL DO IT-- WE'LL **STRIKE BACK**.

BUT NOT ALONE.



WE'LL PLAN THE STRIKE FOR THE **EARLIEST** POSSIBLE MOMENT-- BUT IT'LL HAVE TO BE **TOMORROW**.

TONIGHT, I'VE GOT TO MAKE SOME **CALLS**, CALL IN A FEW **FAVORS**...



...AND WITH THAT, I'D BETTER GET **TO** IT. TIME'S SHORT, AND THERE'S A LOT TO DO.

OF **COURSE**, AVENGER.



THEY'RE RIGHT... **ALL** OF THEM. THIS IS OUR **BEST** CHANCE. MAYBE OUR **ONLY** CHANCE.

STILL, I'D FEEL A LOT MORE CONFIDENT IF **CAPTAIN AMERICA** WERE HERE. WITH HIM AND THE OTHERS MISSING IN **SPACE** ALL THIS TIME, MAYBE **DEAD**...



"...I JUST WISH HE WAS **HERE**, THAT'S ALL..."

CAN YOU **DO** IT, TRIATHLON?

THE DARK SIDE OF THE MOON: ■

...WHERE THE MISSING AVENGERS HAVE SEEN A TRIUMPH OVER A GREAT THREAT... AND THE TRANSFORMATION OF ONE OF THEIR OWN.

IT WAS URGENT THAT WE GET BACK TO EARTH *BEFORE*-- AND NOW AFTER BEING TRAPPED HERE FOR *WEEKS*--

--AND WITH WHAT THE *VISION'S* LEARNED OF THE SITUATION ON EARTH--

WE UNDERSTAND, CAP. WE'RE TRYING.

THEN KEEP AT IT, AVENGER.

WHEN YOU AND... YOUR SHARED SELVES HERE *MANIFESTED* LIKE THIS, YOU WERE ABLE TO *CHANNEL* ENOUGH POWER TO SHUT THIS PYRAMID DOWN.

IF YOU CAN USE THAT POWER TO *CONTROL* THE PYRAMID-- MAKE IT MOVE-- IF YOU CAN GET US BACK TO *EARTH*--

IF IT *HELPS*, TRI, WE'VE GOT SOME PRETTY EXPERIENCED *ENERGY-WIELDERS* HERE.

PHOTON, *FIRESTAR*, THE *LIVING LIGHTNING*, AND I-- IF YOU CAN LINK US *TOGETHER*, DRAW ON OUR ABILITIES--

THANKS, QUASAR... BUT THAT WON'T BE *NECESSARY*.

I'M STILL NOT USED TO BEING... WIRED INTO THE *3-D MAN* AND HIS *BROTHER* LIKE THIS, BUT WE'VE BEEN *REACHING OUT*...

...INTO THE MASS OF *STOLEN ENERGIES* THE *TRIPLE-EVIL* USED TO *POWER* THIS THING...

...AND I THINK WE CAN...

...*THERE!* THE SHIELDS THAT PREVENTED DETECTION BY ANY BUT THE *TRIUNE* UNDERSTANDING ARE *BACK UP* NOW. AND...

AND SLOWLY, SLOWLY--



--THE GREAT BULK OF THE STAR-SPANNING PYRAMID BEGINS TO HUM, TO VIBRATE--

--AND TO MOVE.



CANADA: ■
YELLOWJACKET:

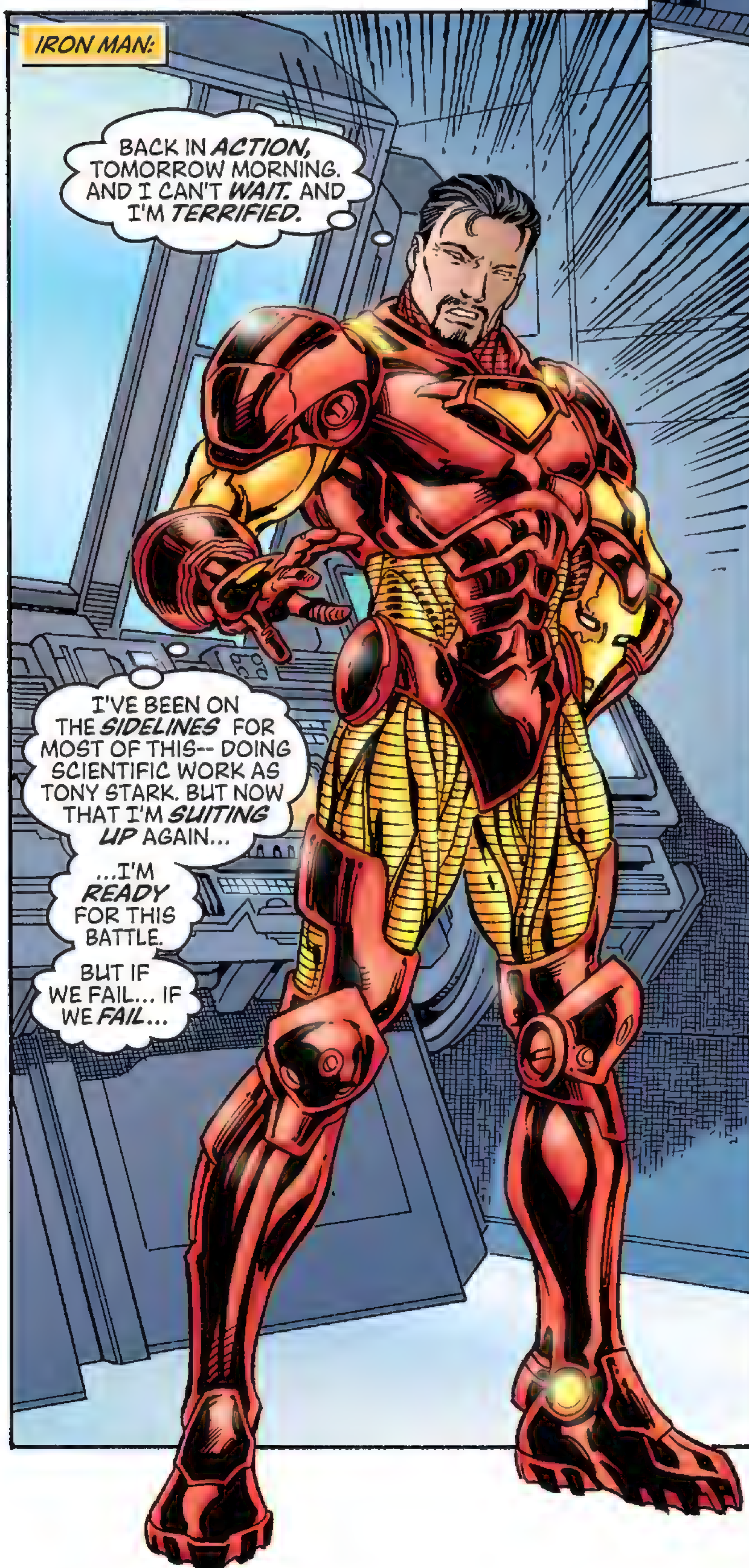
LOOK AT HER.

WE'VE ALL CHANGED A LOT, SINCE WE FOUNDED THIS TEAM, FOR GOOD AND BAD... I'VE HAD MY UPS AND DOWNS, THAT'S FOR SURE.

I THINK SHE'S CHANGED THE MOST, THOUGH-- AND IT'S ALL BEEN FOR THE GOOD.

THAT'S THE SUPREME MILITARY COMMANDER OF RUSSIA SHE'S ARGUING WITH, AND SHE'S NOT GIVING AN INCH. NOT AN INCH.

GOD, I LOVE THAT WOMAN.



IRON MAN:

BACK IN ACTION, TOMORROW MORNING. AND I CAN'T WAIT. AND I'M TERRIFIED.

I'VE BEEN ON THE SIDELINES FOR MOST OF THIS-- DOING SCIENTIFIC WORK AS TONY STARK. BUT NOW THAT I'M SUITING UP AGAIN...

...I'M READY FOR THIS BATTLE.

BUT IF WE FAIL... IF WE FAIL...



STINGRAY AND SILVERCLAW:

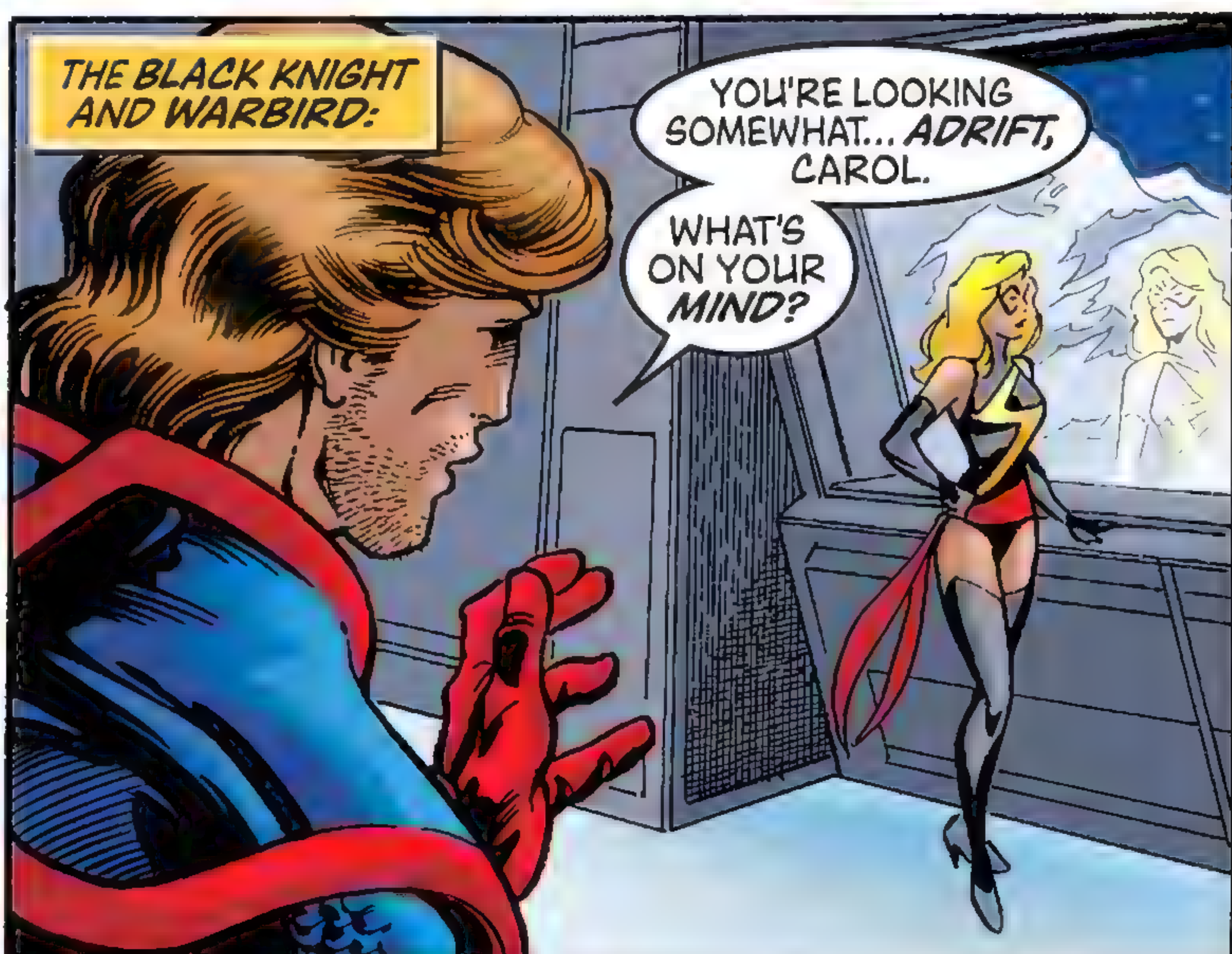
...NEVER BEEN MUCH OF AN ACTIVE HERO. I JUST... STUMBLED INTO IT. BUT THEY NEED US, SO I DO WHAT I CAN...

I KNOW WHAT YOU MEAN.



THIS IS ALL VERY NEW TO ME, AND I FEEL LIKE I BELONG IN COLLEGE, NOT HERE.

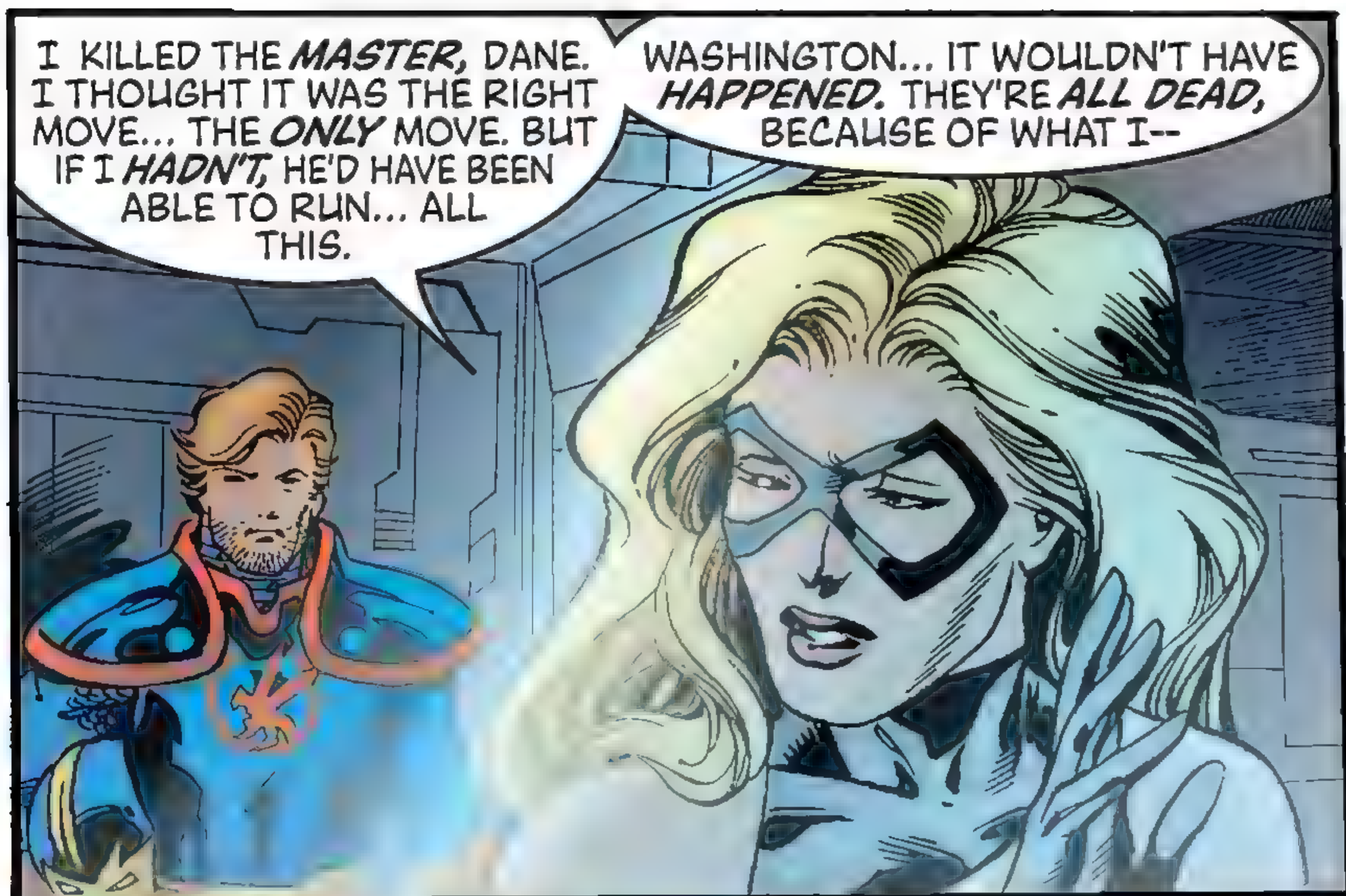
BUT WE DON'T GET TO CHOOSE WHEN TO BE READY, DO WE?



THE BLACK KNIGHT AND Warbird:

YOU'RE LOOKING SOMEWHAT... ADRIPT, CAROL.

WHAT'S ON YOUR MIND?



I KILLED THE *MASTER*, DANE. I THOUGHT IT WAS THE RIGHT MOVE... THE *ONLY* MOVE. BUT IF I *HADN'T*, HE'D HAVE BEEN ABLE TO RUN... ALL THIS.

WASHINGTON... IT WOULDN'T HAVE *HAPPENED*. THEY'RE *ALL DEAD*, BECAUSE OF WHAT I--



DON'T *THINK* LIKE THAT.

THE MASTER'S *PLANS*-- THEY WOULD HAVE ENDED UP WITH *EVEN MORE DEAD*. YOU DID WHAT YOU FELT YOU... WHAT YOU *HAD* TO DO.

NOW'S NOT THE TIME TO LOOK *BACK*, BUT TO MOVE *FORWARD*.

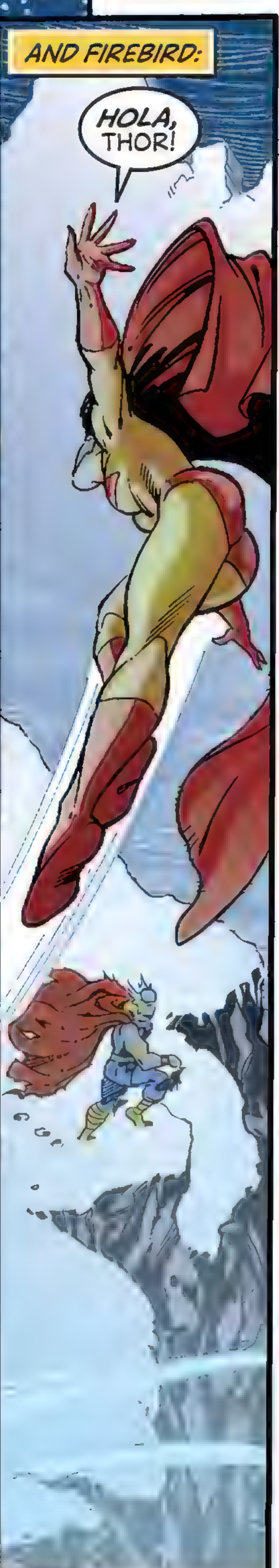


SURE. *FORWARD*.

BUT *FORWARD* TO WHAT?

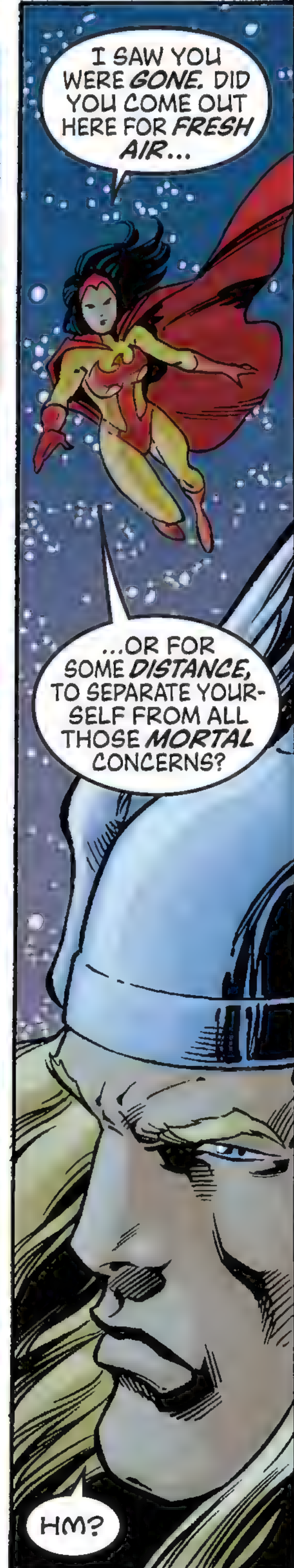


THOR:



AND FIREBIRD:

HOLA, THOR!



I SAW YOU WERE *GONE*. DID YOU COME OUT HERE FOR *FRESH AIR*...

...OR FOR SOME *DISTANCE*, TO SEPARATE YOURSELF FROM ALL THOSE *MORTAL CONCERNS*?

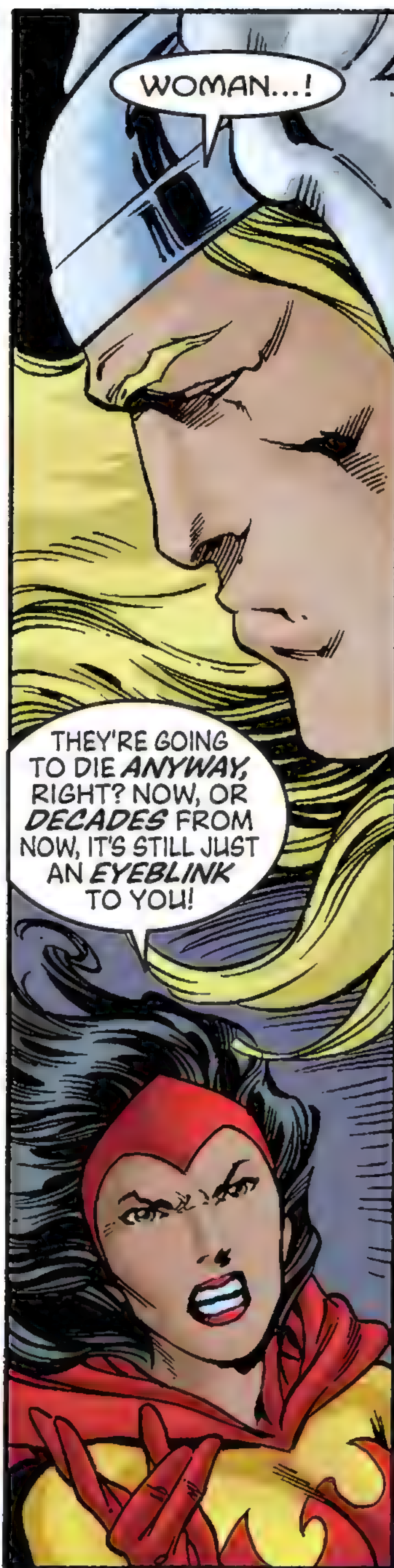
HM?



PEOPLE ARE GOING TO **DIE** TOMORROW. MAYBE A LOT OF PEOPLE.

AND THEY'LL BE FIGHTING FOR WHAT THEY HOLD MOST **DEAR**-- FREEDOM, THEIR **FAMILIES**, THEIR LIVES. BUT IT DOESN'T **MATTER** TO YOU, DOES IT?

THEY'RE JUST **MORTAL**, AFTER ALL.



WOMAN...!

THEY'RE GOING TO **DIE ANYWAY**, RIGHT? NOW, OR **DECADES** FROM NOW, IT'S STILL JUST AN **EYEBLINK** TO YOU!



MAYBE THAT MAKES LOGICAL, **INTELLECTUAL** SENSE.

MAYBE IT'S **BEST** FOR YOU TO FLEE TO ASGARD WHEN THIS IS OVER, LIKE YOU **SAID** YOU WOULD... AVOID FORMING **TIES** WITH MORTALS.

AND MAYBE I'M IMMORTAL TOO, AND I'LL WATCH EVERYONE AROUND ME **AGE** AND **DIE**, EVERYONE I **LOVE**.



BUT I HOPE I'LL ALWAYS **CARE**. I HOPE THEY'LL ALWAYS **MATTER** TO ME-- THOSE LIVES, THOSE STRUGGLES, NO MATTER **HOW** BRIEF.

I'VE TRIED TO **GET THROUGH** TO YOU-- TRIED AND **TRIED**-- BUT YOU'RE A **GOD**, AND YOU'RE **DIFFERENT**.

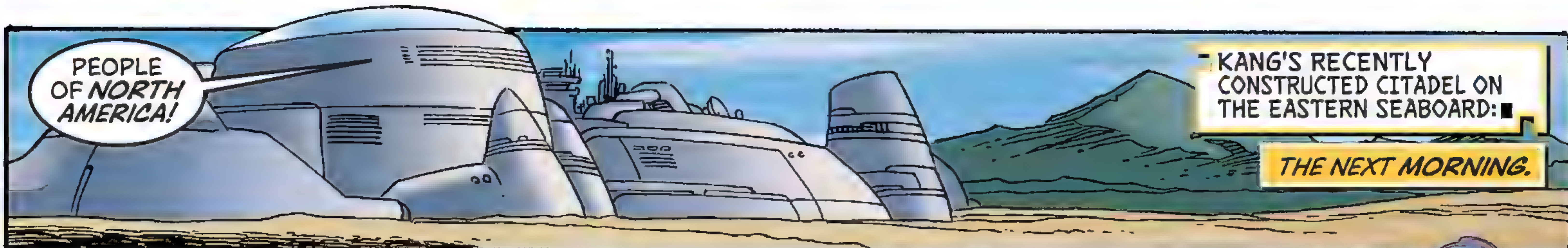
SO YOU **SAY**.



BUT **MY GOD** NOTICES EVEN THE FALL OF A **SPARROW**, AND THAT'S THE GOD I'LL FOLLOW, THE GOD I'LL DO MY BEST TO **EMULATE**. NOT YOU.

NEVER YOU!





PEOPLE
OF **NORTH**
AMERICA!

KANG'S RECENTLY
CONSTRUCTED CITADEL ON
THE EASTERN SEABOARD: ■

THE NEXT MORNING.

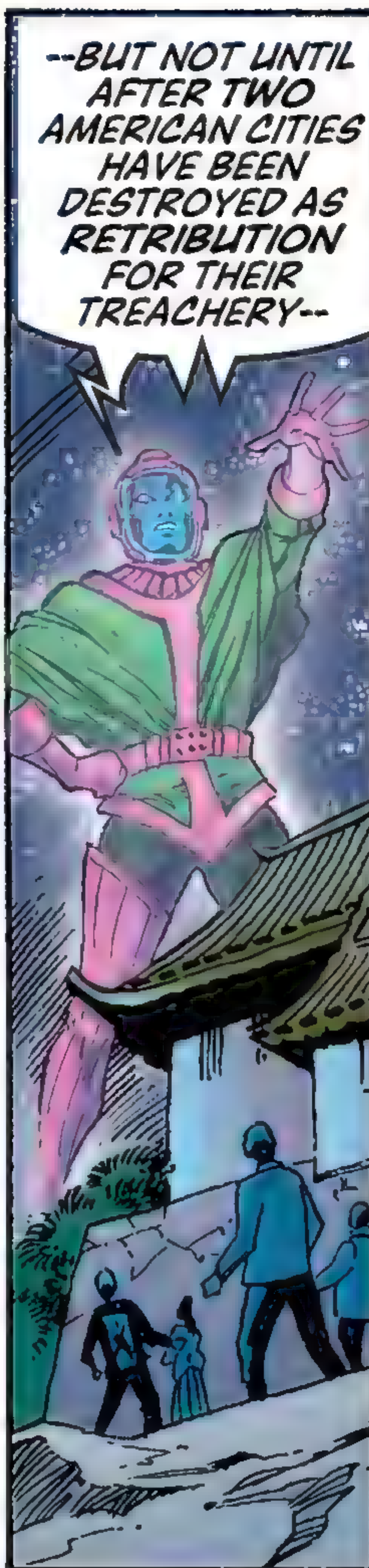


I SPEAK TO YOU
NOW BECAUSE
YOUR HEROES
HAVE **BETRAYED**
YOU.

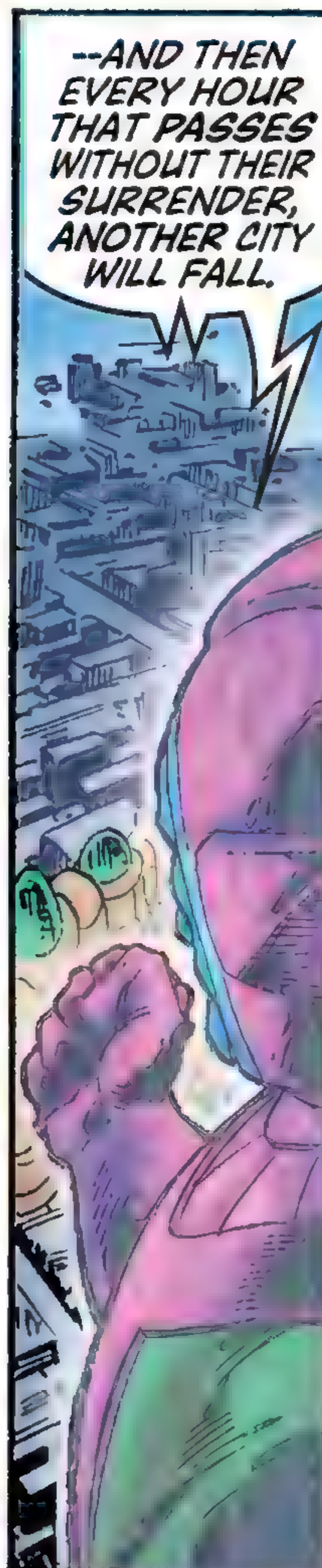
THE AVENGERS
HAVE **BROKEN**
THEIR SURRENDER,
VIOLATED THEIR
OATHS, AND
INVADED IMPERIAL
POSSESSIONS.

THEY WILL BE
PUNISHED.

THEY
WILL BE ALLOWED
TO **SURRENDER**
ONCE MORE, AND BE
EXECUTED--



--BUT NOT UNTIL
AFTER TWO
AMERICAN CITIES
HAVE BEEN
DESTROYED AS
RETRIBUTION
FOR THEIR
TREACHERY--



--AND THEN
EVERY HOUR
THAT PASSES
WITHOUT THEIR
SURRENDER,
ANOTHER CITY
WILL FALL.



DENVER,
ATLANTA--
MAKE YOUR
PEACE
WITH YOUR
GODS.

YOUR
HEROES HAVE
BROUGHT THIS
UPON YOU.



BUT EVEN AS
KANG SPEAKS--

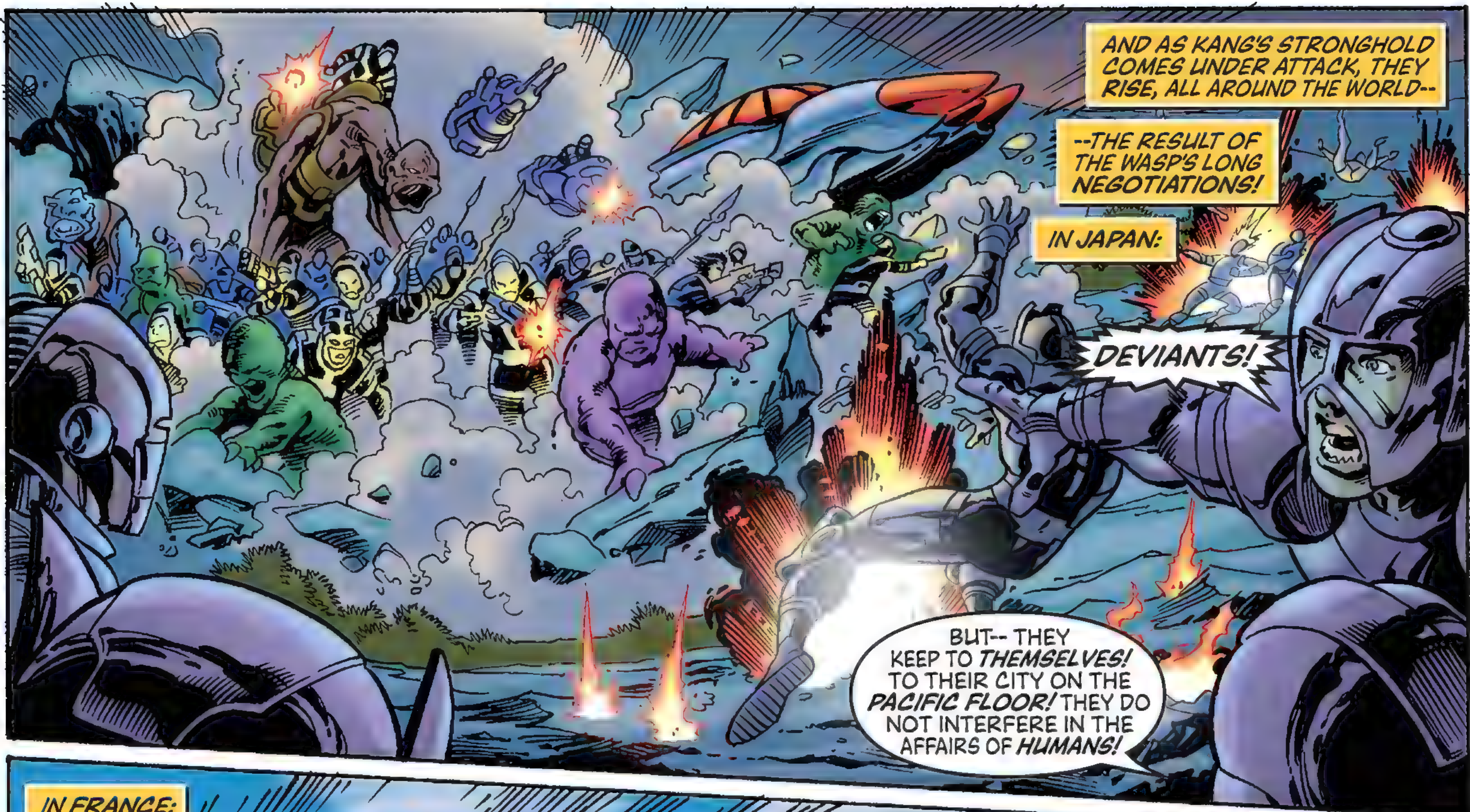


PATHAN'S
HELLS!

ZAK ZAK

WROOM

PROTECT THE
CITADEL, DOGS!
PROTECT THE
CITADEL!



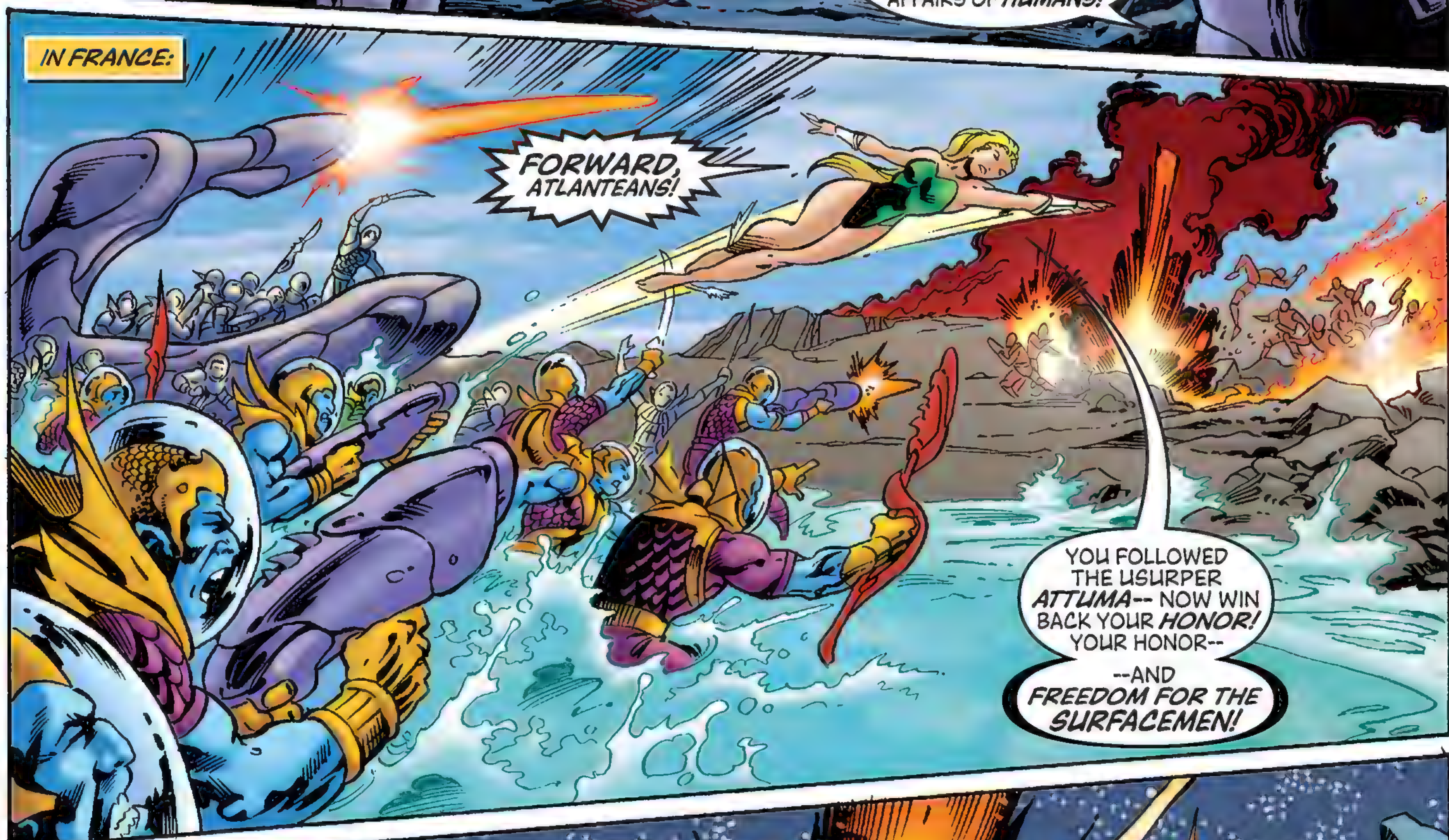
AND AS KANG'S STRONGHOLD
COMES UNDER ATTACK, THEY
RISE, ALL AROUND THE WORLD--

--THE RESULT OF
THE WASP'S LONG
NEGOTIATIONS!

IN JAPAN:

DEVIANTS!

BUT-- THEY
KEEP TO *THEMSELVES!*
TO THEIR CITY ON THE
PACIFIC FLOOR! THEY DO
NOT INTERFERE IN THE
AFFAIRS OF *HUMANS!*



IN FRANCE:

FORWARD,
ATLANTEANS!

YOU FOLLOWED
THE USURPER
ATTUMA-- NOW WIN
BACK YOUR *HONOR!*
YOUR *HONOR!*

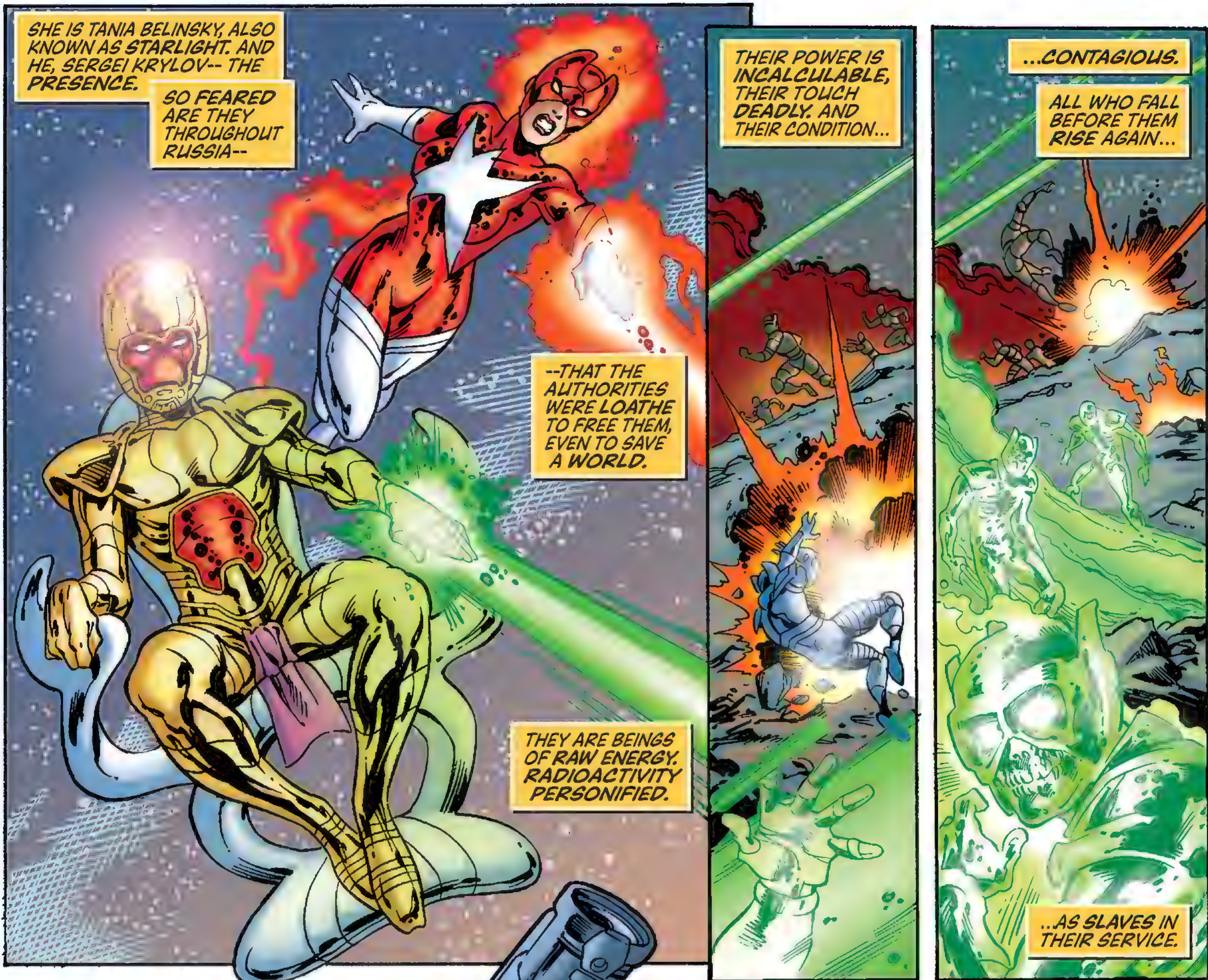
--AND
FREEDOM FOR THE
SURFACEMEN!



AND IN RUSSIA:

NO!
NO!

BY
THE DARKEST
NEBULAE!
WHAT... WHAT
IS THAT?!



SHE IS TANIA BELINSKY, ALSO KNOWN AS STARLIGHT. AND HE, SERGEI KRYLOV-- THE PRESENCE.

SO FEARED ARE THEY THROUGHOUT RUSSIA--

--THAT THE AUTHORITIES WERE LOATHE TO FREE THEM, EVEN TO SAVE A WORLD.

THEY ARE BEINGS OF RAW ENERGY, RADIOACTIVITY PERSONIFIED.

THEIR POWER IS INCALCULABLE, THEIR TOUCH DEADLY. AND THEIR CONDITION...

...CONTAGIOUS.

ALL WHO FALL BEFORE THEM RISE AGAIN...

...AS SLAVES IN THEIR SERVICE.



THE EASTERN SEABORD: ■

THEY STRIKE FROM EVERYWHERE, MY LORD! ALL THE EXISTING WEAPON-WALLS PLUS MORE--

--THE FANTASTIC FOUR, THE X-MEN, ALPHA FLIGHT--

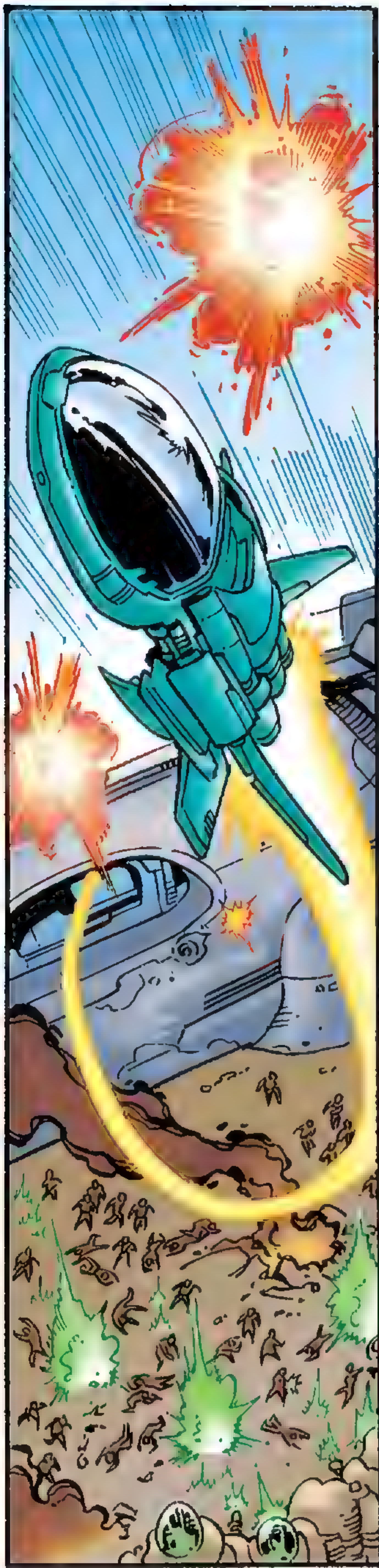
ENOUGH!

I'LL HAVE A FULL REPORT FROM YOU SOON, BUT NOT NOW! PREPARE THE SHUTTLE, MY SON-- IMMEDIATELY--!



WE SHALL... WITHDRAW TO DAMOCLES BASE--

--AND MAKE OUR DISPLEASURE KNOWN FROM THERE!



ONE THING I DO NOT UNDERSTAND.

MY STUDIES INDICATED THAT THE SO-CALLED **MASTER OF THE WORLD** WOULD NEVER *DEIGN* TO ALLY HIMSELF WITH THE AVENGERS--

--AND THAT HE COULD REPEL THEM *EASILY*, IF THEY TRIED TO *TAKE* HIS TECHNOLOGIES. HE SHOULD NOT HAVE BEEN A FACTOR UNTIL *MUCH LATER*.

SO HOW DID THEY GAIN AN *ADVANTAGE* OVER HIM...?

I...

...I AM NOT IN A POSITION TO *GUESS*, OF COURSE.

YOU HAVE OFTEN PRAISED THEM AS *RESOURCEFUL*, HOWEVER. PERHAPS... IT IS AS SIMPLE AS *THAT*?

THE TIME-STRIDING CONQUEROR IS SILENT AT THAT--

--A SILENCE THAT LASTS ALL THE WAY TO DAMOCLES BASE.

ALL RIGHT, PEOPLE. WE'VE GOT A *CHANCE*.

A *SLIM* CHANCE. BUT A *CHANCE*.

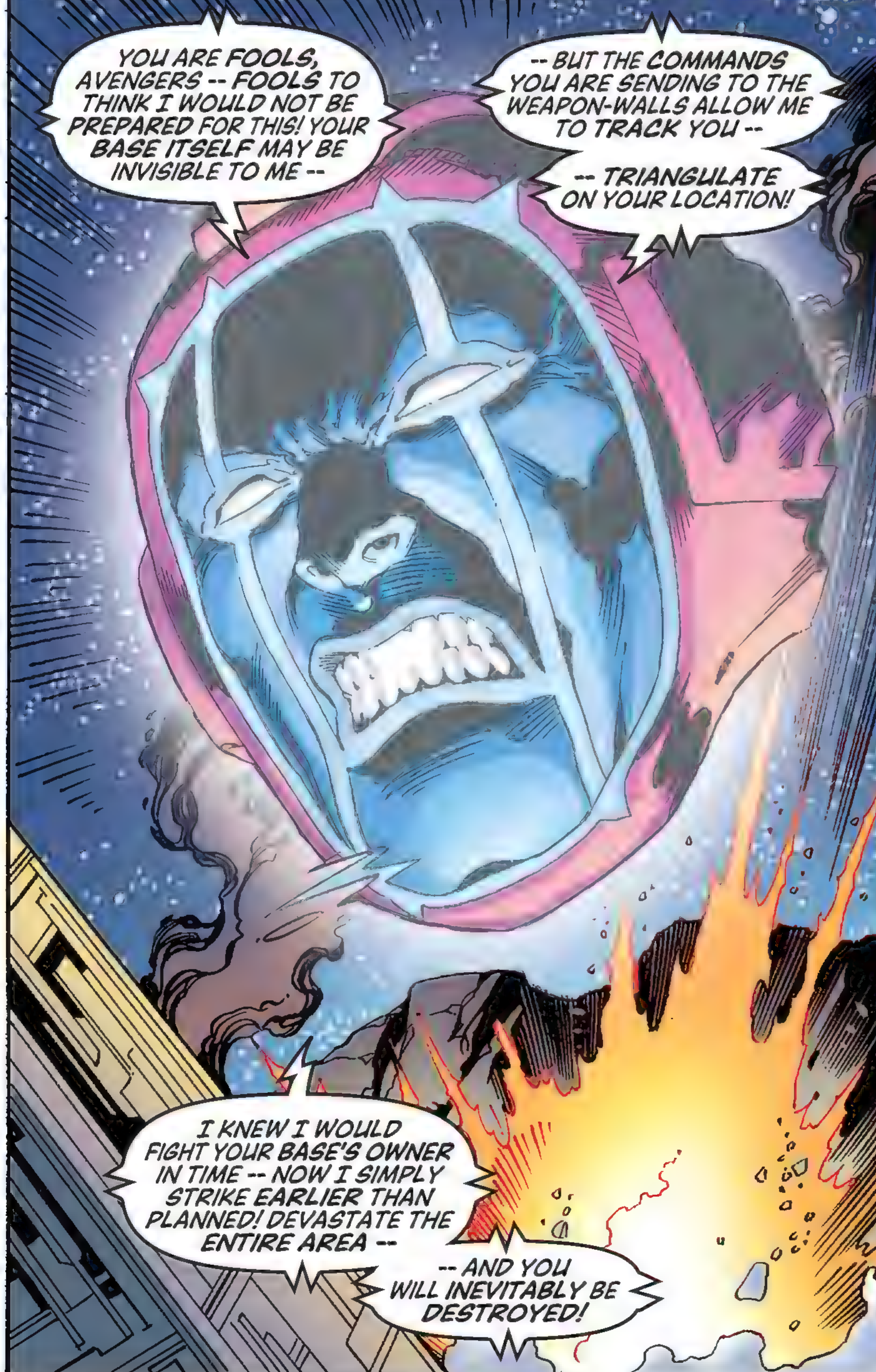
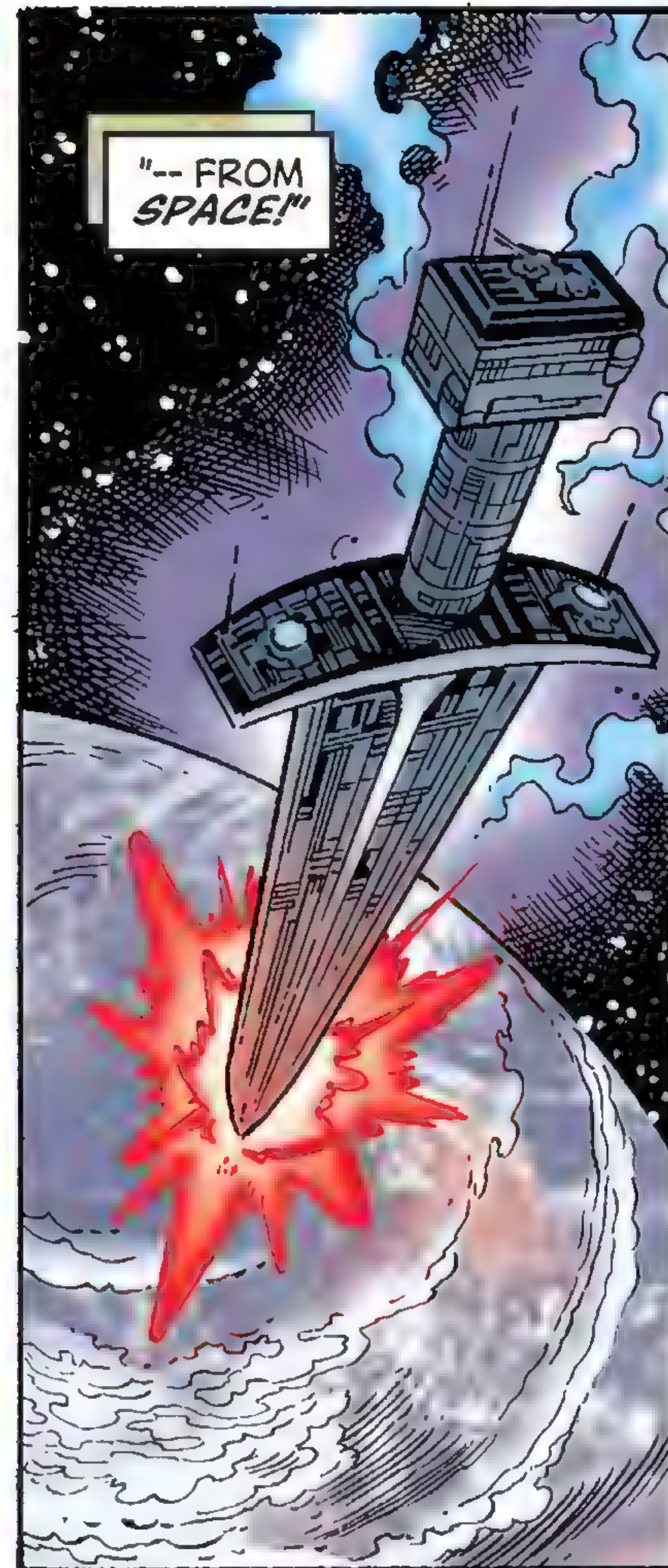
KANG'S ARMIES ARE IN *TURMOIL*, AND FIGHTING ON MULTIPLE FRONTS-- THAT'LL TIE THEM UP FOR A *WHILE* AT LEAST.

WE'VE GOT TO TAKE OUT **DAMOCLES BASE**-- SHATTER ITS *FORCE-FIELD*. ONLY THE MASTER'S TECHNOLOGY HAS ANY *HOPE* OF DOING THAT.

YELLOWJACKET, THE **BLACK KNIGHT** AND **STINGRAY** WILL STAY HERE-- RUN THROUGH THE *BOMBARDMENT CONFIGURATIONS* WE THINK WILL WORK *BEST*--

--WHILE **THOR**, **WONDER MAN**, **IRON MAN** AND **FIREBIRD** WILL GET INTO POSITION TO *ASSAULT* THE BASE ONCE THE FIELD IS DOWN.

DEEP IN HER HEART, SHE KNOWS THIS WILL WORK. SHE CAN SEE IT, UNFOLDING JUST AS IT SHOULD-- JUST AS IT'S MEANT TO. VICTORY. AND FREEDOM.



THE BATTERIES HAVE BEEN LOCKED ON DAMOCLES BASE SINCE IT CAME OVER THE HORIZON. NOW, ENERGY FLOODS THEM, AS THEY GO WHITE-HOT, BLUE-HOT--



NO.
HE
DIDN'T-- THEY
DIDN'T--

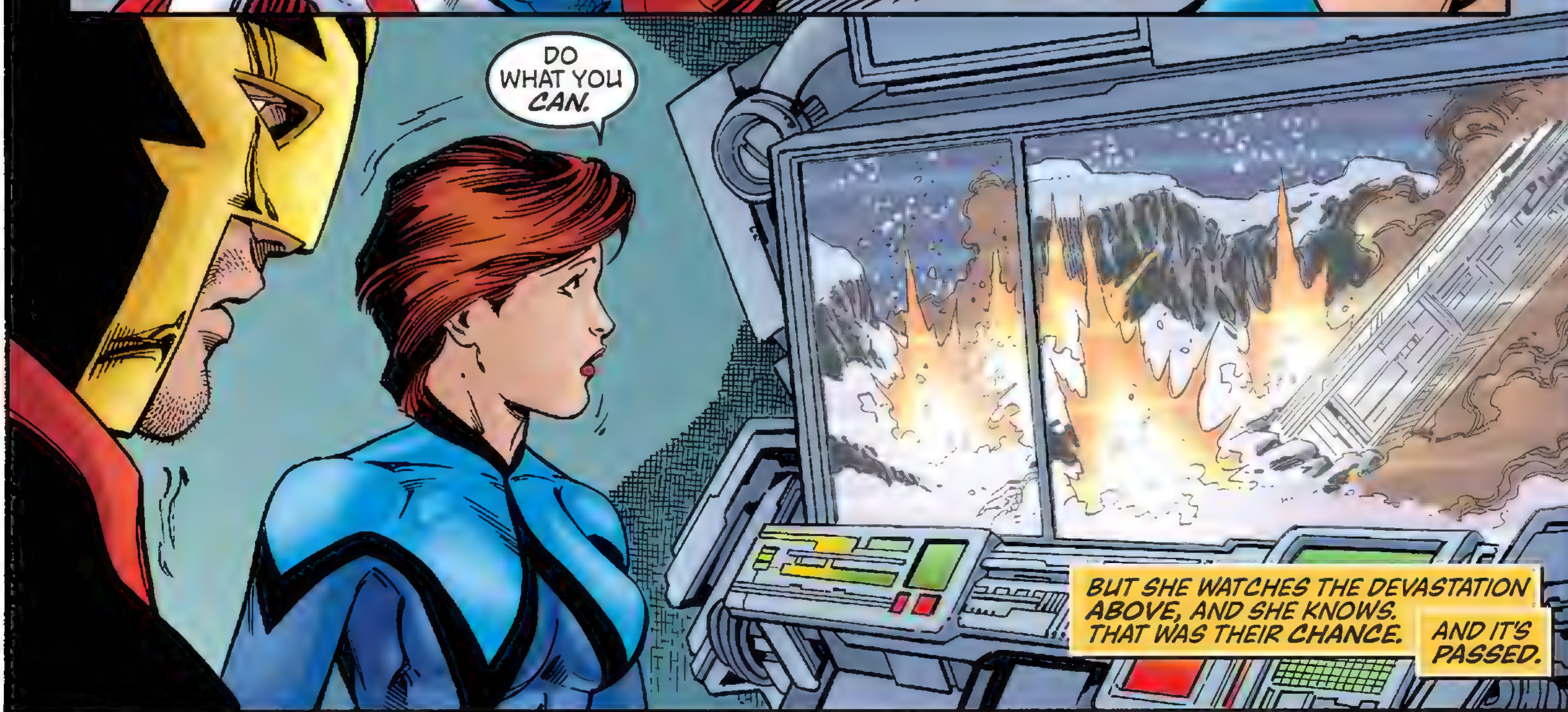


GO,
EVERYONE.
DO...
...DO
WHATEVER
YOU CAN.



WE CAN
"GROW" ANOTHER
SET OF BATTERIES,
WASP.
A DOZEN AT
ONCE, IF NEEDED.
MAYBE IT'LL STILL
BE IN TIME...

...
YES, DANE.
OF COURSE.



DO
WHAT YOU
CAN.

BUT SHE WATCHES THE DEVASTATION
ABOVE, AND SHE KNOWS.
THAT WAS THEIR CHANCE.
AND IT'S
PASSED.

THAT DOESN'T
MEAN THEY
GIVE UP, OF
COURSE.

THEY'RE THE AVENGERS.
THEY'LL DO WHAT THEY
CAN. THERE'S ALWAYS A
CHANCE FOR A MIRACLE.

ALWAYS A CHANCE...

GROWTH MATRIX
ESTABLISHED!

EXECUTE,
STINGRAY!
GO! GO!

HA HA HA HA
HA HA HA HA

AND THAT IS
WHY YOU ARE MY
GREATEST ENEMIES,
AVENGERS. YOU
FIGHT TO THE END
AND BEYOND. JUST
AS I WOULD.

BUT YOUR
DEFENSES ARE
BROKEN. YOUR
SENSOR-SHIELDS
HAVE FALLEN. YOU
ARE INVISIBLE TO ME
NO LONGER.

IT'S
OVER.

KANG TO MAIN
BATTERIES.

ALL
POWER TO FORWARD
BATTERIES. BATTERIES
TO CO-ORDINATES
ON SCREEN.

CITY-KILLER
SALVO ON
THREE.

ONE.

TWO.

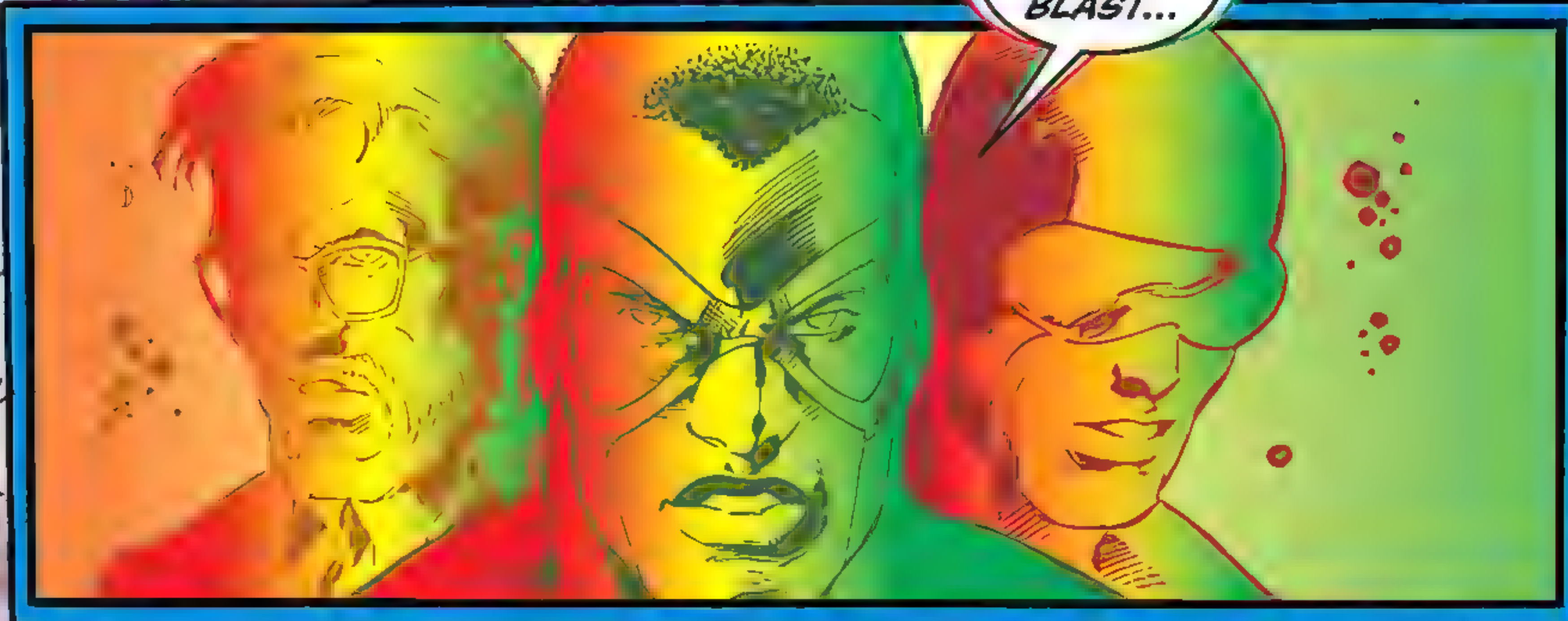
WHAT?!

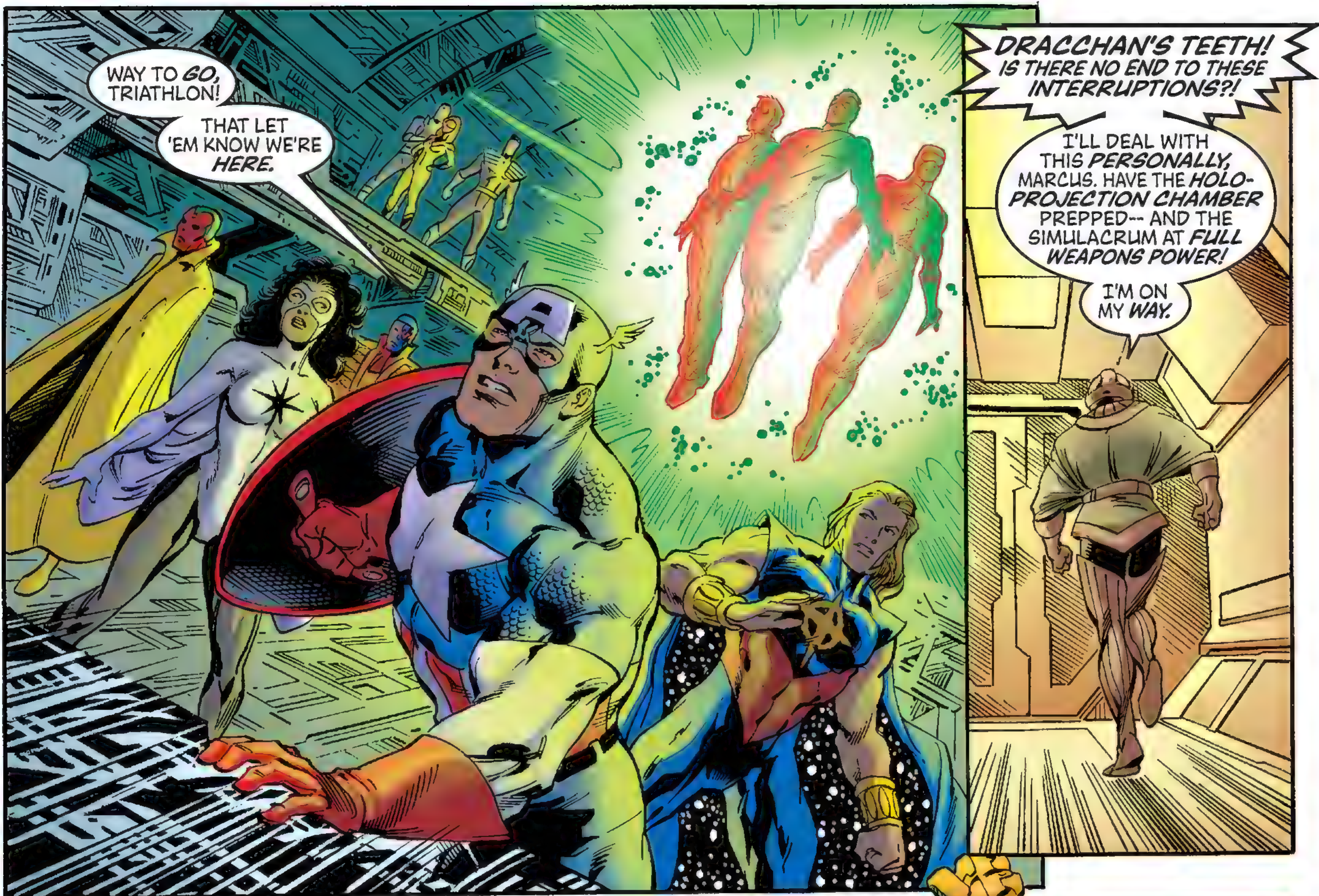
WHAT IN
THE ETERNAL
VOID WAS...

...THAT?

SHIELDS
HELD, BUT WE
RATTLED 'EM
GOOD.

READYING
ANOTHER
BLAST...





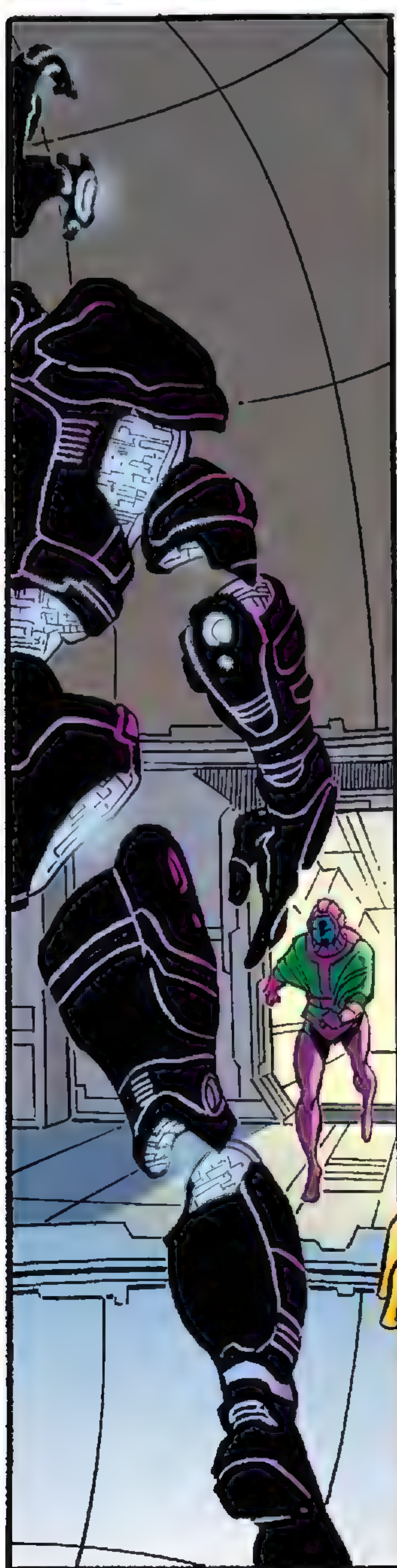
WAY TO GO, TRIATHLON!

THAT LET 'EM KNOW WE'RE HERE.

DRACCHAN'S TEETH! IS THERE NO END TO THESE INTERRUPTIONS?!

I'LL DEAL WITH THIS PERSONALLY, MARCUS. HAVE THE HOLO-PROJECTION CHAMBER PREPPED-- AND THE SIMULACRUM AT FULL WEAPONS POWER!

I'M ON MY WAY.



KLAK SNEK

NOW!
NOW, AVENGERS--

IF OUR LAST ATTACK IS ANY INDICATOR, I THINK I KNOW WHAT'S COMING NEXT.

TRIATHLON, I'VE GOT AN IDEA. LET ME KNOW IF THE PYRAMID CAN DO THIS...



AND, OUTSIDE--

SIMULACRUM
MANIFESTED. FULL
WEAPONS POWER.

NO.

LARGER.

LARGER.

LARGER.

EVEN MY
ADMIRATION OF
YOUR TENACITY
HAS ITS LIMITS,
AVENGERS.

YOU THINK THIS
FREAKISH, NOMADIC
PYRAMID IS YOUR
SALVATION? I FORESAW
IT. I EVEN TOLD
YOU OF IT.

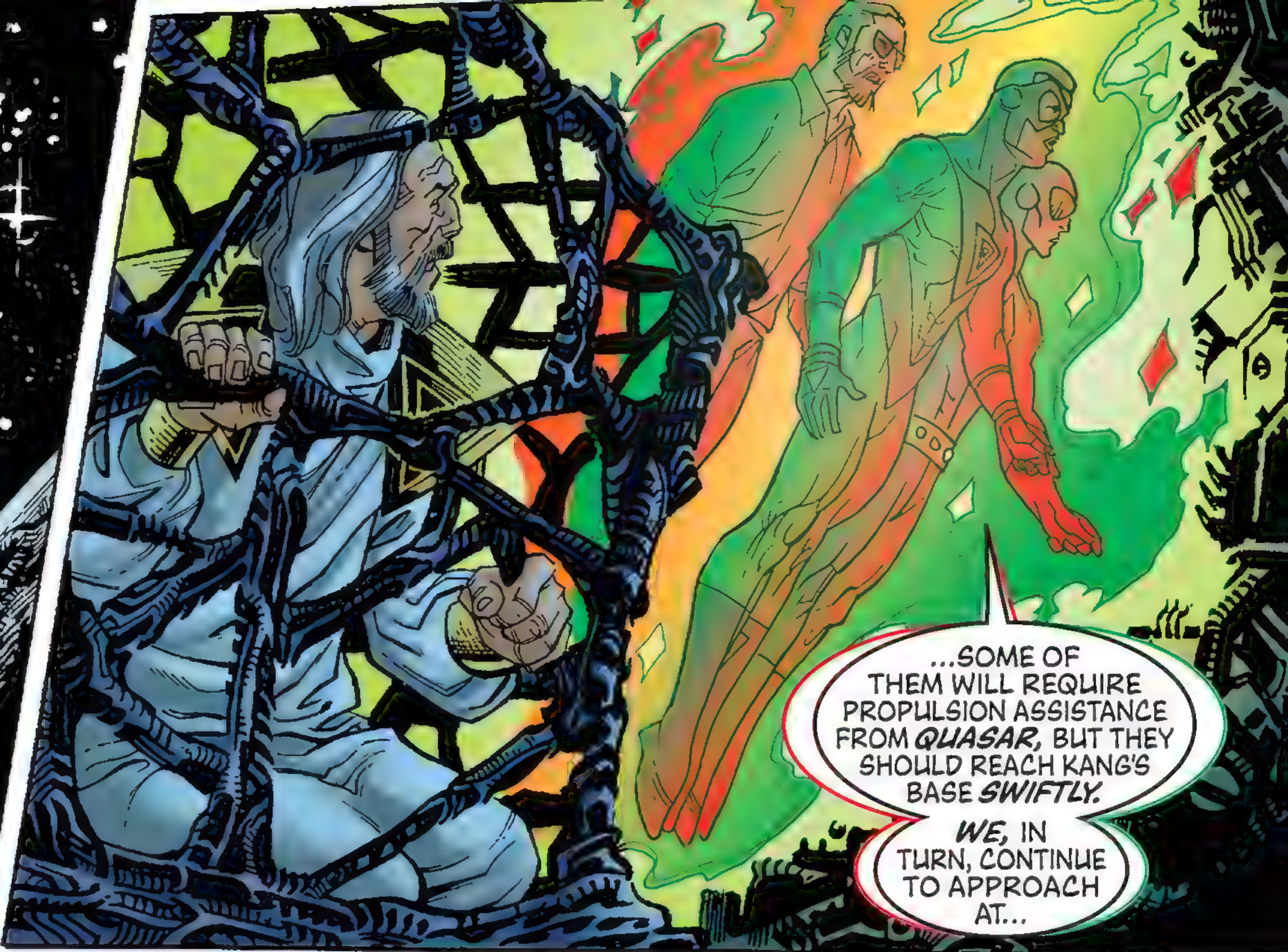
DO YOUR
WORST, IN THE
MOMENTS YOU HAVE
LEFT OF LIFE. I CAN
COUNTER ALL OF
YOUR NEW TOY'S
CAPABILITIES!

EVEN
THIS?

EH?



IN-SYSTEM SPACE.
NEAR EARTH: ■



THEY ARE
AWAY, CAPTAIN
AMERICA...



-- I'll BE FINE!

COMES DOWN TO THIS: THE AVENGERS BATTLE FOR EARTH.

KANG THE CONQUEROR, TIME-TRAVELING DESPOT FROM THE FUTURE, HAS INVADDED THE EARTH OF THIS ERA -- AND CONQUERED MUCH OF IT. ALL ATTEMPTS TO TOPPLE HIM HAVE FAILED.

BUT A SMALL GROUP OF AVENGERS FACED AND DEFEATED ANOTHER THREAT -- A VOID-WANDERING PYRAMID THAT SOUGHT TO DESTROY ALL IT ENCOUNTERED.

NOW, THE PYRAMID UNDER THE CONTROL OF THE FULLY-AWAKENED POWERS OF THE AVENGER TRIATHLON -- CHANNELING THE ENERGIES OF ALL THOSE FALLEN TO ITS ASSAULT FOR MILLENNIA -- THE AVENGERS FIGHT BACK.

BUT EVEN NOW -- EVEN THIS --

AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT! ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND!

STAN LEE PRESENTS:
THE MIGHTY AVENGERS IN:

THE LAST

CASTLE

KURT BUSIEK WRITER • ART: KIERON DWYER
WITH RICK REMENDER
BACK IN HARNESS & READY TO RUMBLE
COLORS: TOM SMITH LETTERS: RS & COMICRAFT
MARC SUMERAK ASS'T EDITOR TOM BREVOORT EDITOR
JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



— MAY BE
TOO LITTLE,
TOO LATE.

PRELIMINARY
SCANS ALMOST
COMPLETE,
SIRE.



INITIAL ANALYSIS INDICATES
THAT THEY ARE USING THE
INCHOATE ENERGIES WITHIN THE
PYRAMID TO DUPLICATE OUR
SIMULACRUM-PROJECTION
TECHNOLOGY.

THOUGH
HOW *SKILLED*
CAN THEY --

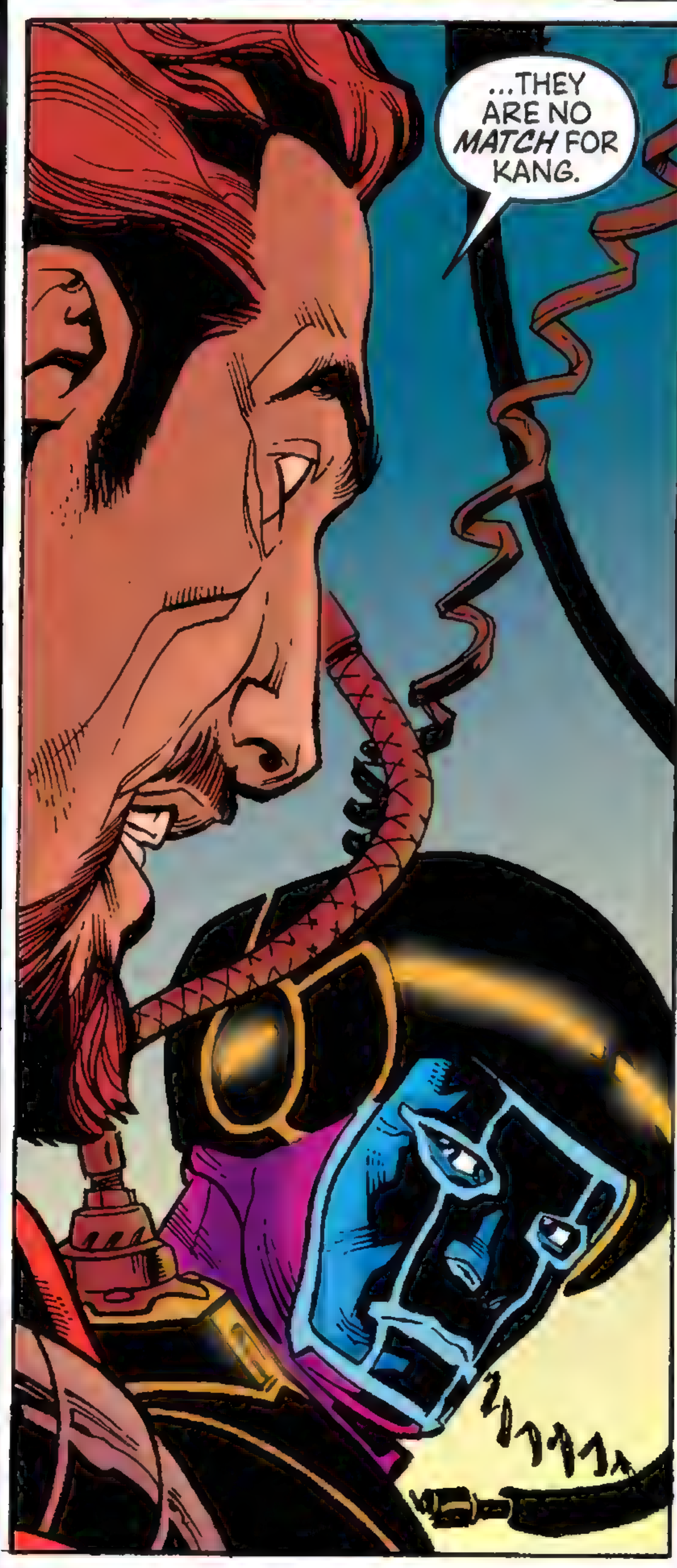
ENOUGH,
MARCUS. DO NOT
UNDERESTIMATE
THEM.

CAPTAIN
AMERICA IS AN
ASTOUNDING
WARRIOR -- HE HAS
NEVER *FOUGHT*
UNDER THESE
CONDITIONS
BEFORE --

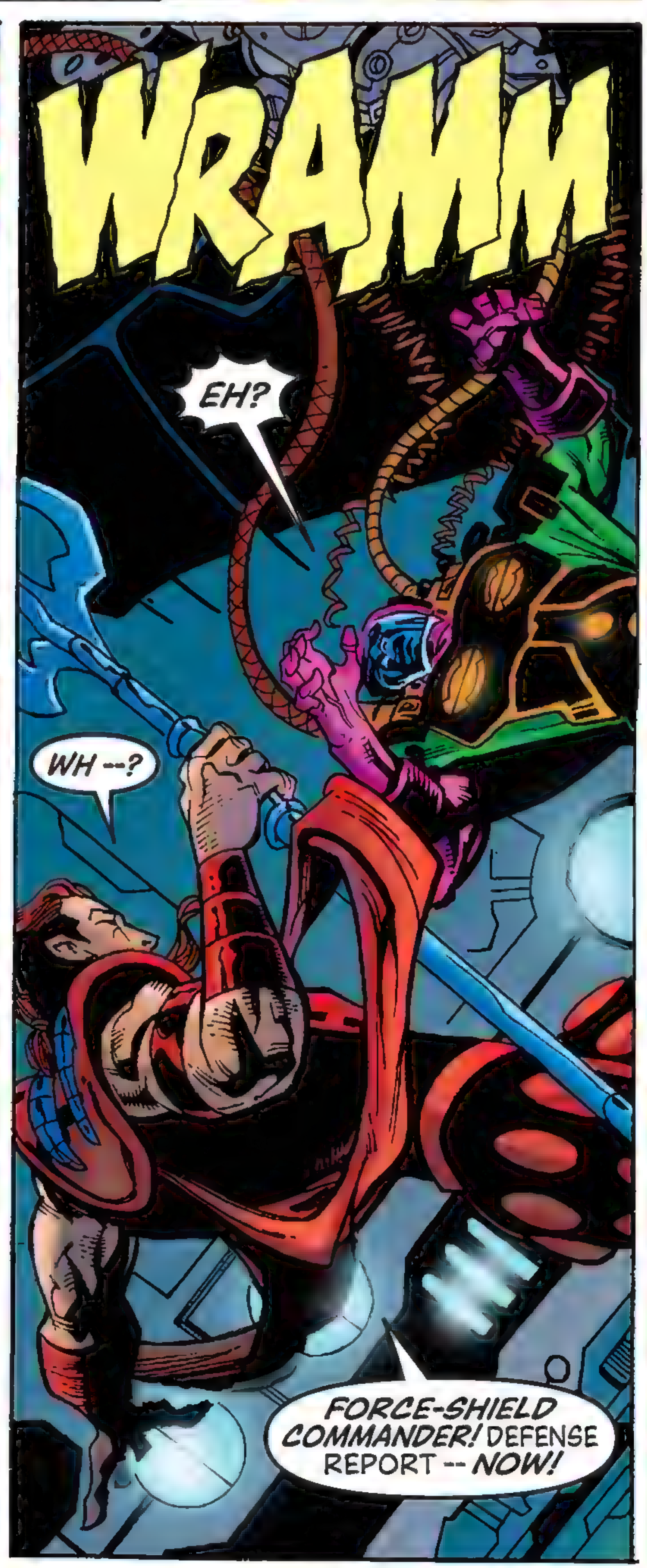
-- BUT
ALREADY HE ADAPTS --
MASTERING THE FORM MORE
COMPLETELY THAN MANY
WHO'VE TRAINED FOR
DECADES!

IT IS WHAT
MAKES HIM SUCH A
WORTHY FOE.

YOU WILL
DEFEAT HIM *EASILY*,
FATHER. THESE
BACK-CENTURY
PRIMITIVES...



...THEY
ARE NO
MATCH FOR
KANG.



WRAMM

EH?

WH --?

FORCE-SHIELD
COMMANDER! DEFENSE
REPORT -- *NOW!*

WE
ARE UNDER
ASSAULT,
MILORD
CENTURION...
FROM
THE PLANET
BELOW.

UNTIL NOW,
THEIR ATTACKS
HAVE FAILED TO MAKE
AN IMPRESSION ON
OUR SHIELDS, BUT
NOW...

THE SHIELDS
HOLD. AND THEY WILL
HOLD. BUT THEY ARE
TAKING DAMAGE.

AND BELOW, AT THE
HIDDEN BASE WRESTED
BY THE EARTHBOUND
AVENGERS FROM THE
SELF-STYLED MASTER
OF THE WORLD...

ALL RIGHT! KEEP
IT UP, BOYS! CAP'S
BOUGHT US SOME
TIME -- LET'S TAKE
ADVANTAGE
OF IT!

FORCE-FIELD SHIFTING
STRUCTURAL FREQUENCIES.
TRANSMITTING NEW
DATA.

GOT
IT, YELLOWJACKET.
COMPENSATING...

GREAT,
GREAT!

BETWEEN US AND
THE PYRAMID, WE'VE GOT
HIM UNDER ASSAULT FROM
TWO SIDES! LET'S JUST HOPE --

"-- THE OTHERS
CAN MAKE IT
IN TIME --!"

THERE IT IS.
WE'RE ACTUALLY
DOING SOME
DAMAGE.

AND WE'RE DOING IT WITH THE
MASTER'S TECHNOLOGY, NOW THAT
WE'VE FIGURED OUT HOW TO WORK
IT. SOMETHING WE WOULDN'T
HAVE HAD TO DO...

...IF I HADN'T
KILLED HIM. IF WE
GET THROUGH THIS,
I'LL HAVE TO FACE
THAT...!



AH...
THOR?
I JUST
WANTED TO SAY...
I'M SORRY FOR WHAT
I SAID **EARLIER**...
FOR SAYING YOU
DIDN'T **CARE** ABOUT
HUMANS...

...THAT
YOU WERE ONLY
THINKING OF
YOURSELF.

I WAS
UPSET. I
SHOULDN'T HAVE
SAID IT, AND
I'M...



THOR?



...TH-THOR?



H-UHH!

THIS IS
WHERE IT **ENDS**,
KANG. YOUR MURDEROUS
INVASION, YOUR
DOMINATION OF
EARTH...

...IT'S
OVER, KANG.
OVER!

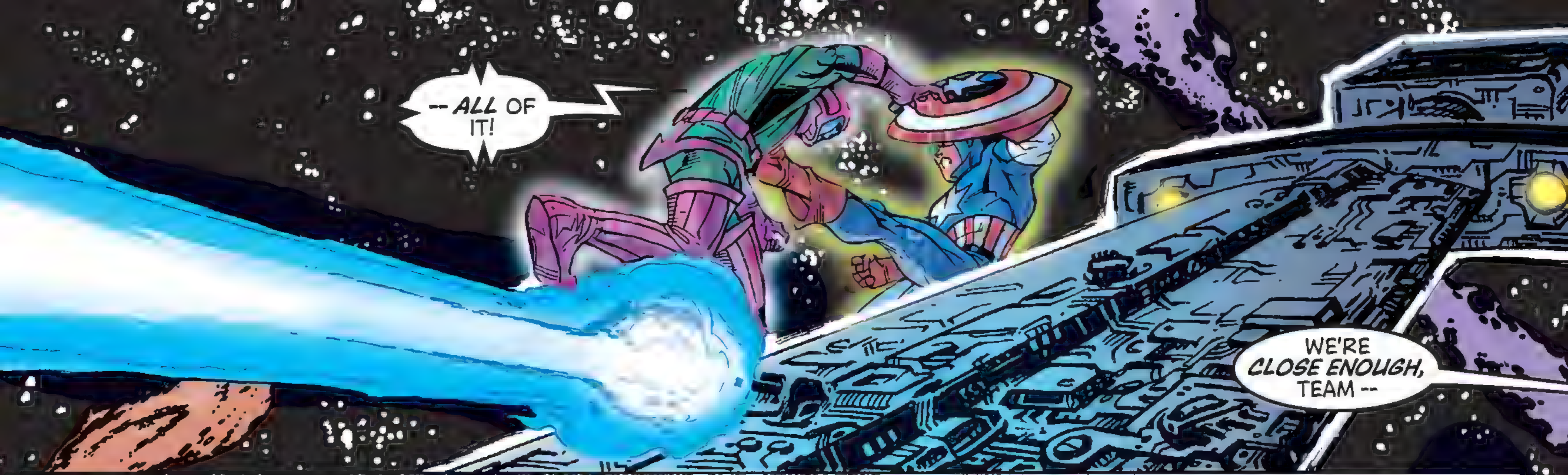


IS IT, CAPTAIN?
IS IT **TRULY**?

FIGHT, AVENGER -- FIGHT YOUR
HARDEST! I WOULDN'T HAVE IT ANY
OTHER WAY! TRIUMPH IS SWEETEST --
SWEETEST BY **FAR** -- WHEN
IT'S **HARD-WON**!

SO FIGHT!
FIGHT ON, TO
THE **END**! AND
LOSE --

-- LOSE YOUR
IDIOTIC **PYRAMID** --
YOUR **ARCTIC** BASE,
YOUR **LIVES** --



-- ALL OF IT!

WE'RE CLOSE ENOUGH, TEAM --



SO LET'S GO, AVENGERS!

NNH!

LET'S LET 'EM KNOW WE'RE HERE!

SPREAD OUT YOUR ATTACKS, PEOPLE. HIT THE FORCE-FIELD EVERYWHERE -- MAYBE WE CAN OVERLOAD IT, BREACH IT --



HOW DOES YOUR TELEKINETIC SCAN, JUSTICE? CAN YOU FIND ANYTHING WITHIN THE FIELD -- A FIELD GENERATOR OR PROJECTOR -- THAT I CAN REACH OUT TO --

-- TRY TO TAKE CONTROL OF --

STILL LOOKING, VISION, STILL LOOKING...



KANG'S BASE CONTINUES TO BOMBARD THE PYRAMID, CAP -- AND WE'RE HURTING.

I'M RE-KNITTING THE HULL AS QUICKLY AS I CAN, BUT --

KEEP AT IT, TRIATHLON. AND KEEP UP OUR BARRAGE!

WE'VE GOT TO KEEP HIM ON DEFENSE --

-- AND BE READY TO MOVE, THE MINUTE THERE'S AN OPENING!



HEH.

SOMETHING FUNNY, TREMONT?

THINK ABOUT IT, GARRETT. YOU WERE MY DISCIPLE, MY FOREMOST FOLLOWER IN THE TRIUNE UNDERSTANDING...

...AND YET, YOU JUDGED ME A *CRIMINAL*, FOR GATHERING POWER TO SAVE THE EARTH FROM THIS *VERY CRAFT*.

FOR TAKING IT FROM THOSE WHO COULD NOT *RESIST*. WIELDING IT FOR MY OWN PURPOSES, *AGAINST* THEIR WILL.

AND YET WE *WON*. AND YOU WIELD THAT POWER NOW... THAT POWER AND *MORE*. AND CONSIDERING WHAT YOU USE IT FOR *NOW*...

...AND WHAT WE *BOTH* KNOW OF ITS NATURE... WHAT WE BOTH KNOW TO BE *TRUE*...

...CONSIDERING ALL THAT, AM I *TRULY* SO EVIL?



HO, AVENGERS! THY FELLOWS HAVE ARRIVED!

WELL, ALL RIGHT!

PICK A SECTION OF FORCE-FIELD, AND HAVE AT IT!

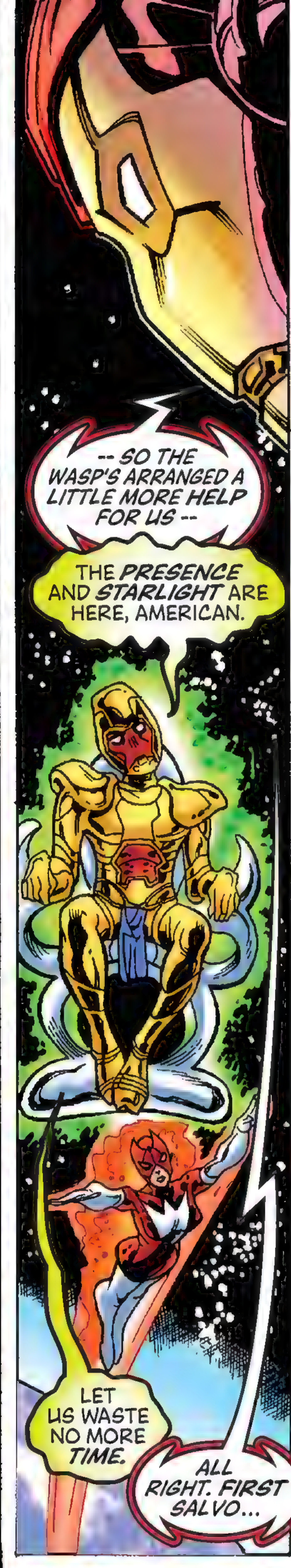
GHGH!

NO, QUASAR-- WE WON'T HAVE ANY EFFECT THAT WAY!

IT'S AN ADAPTIVE FIELD-- IT SHIFTS ITS ENERGY STRUCTURE IN RESPONSE TO ATTACKS ON IT! WE'VE ALL GOT TO HIT IT IN THE SAME PLACE--

--GIVE IT TOO MANY VARIABLES TO DEAL WITH, TOO MUCH TO ADAPT TO!

EVEN OUR POWER MIGHT NOT BE ENOUGH, THOUGH--

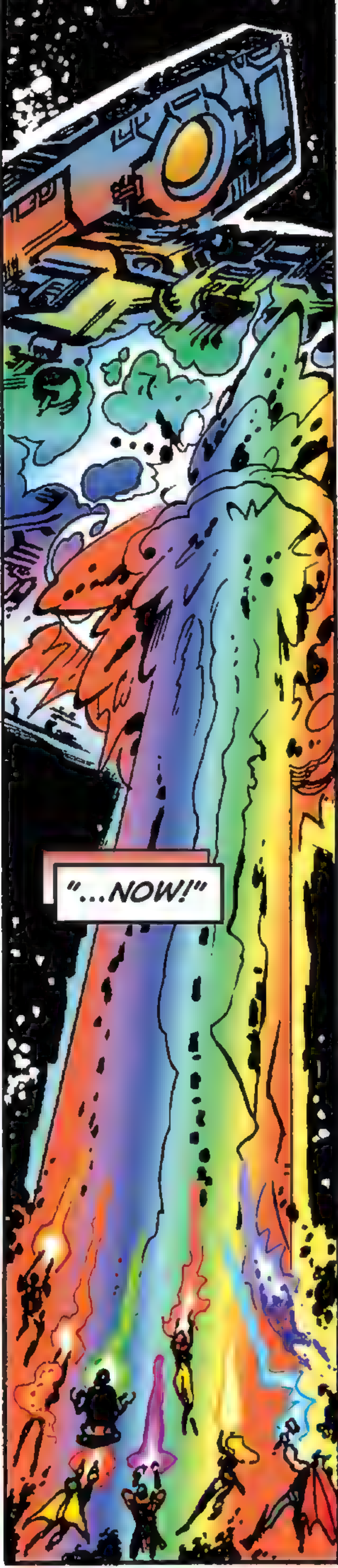


-- SO THE WASP'S ARRANGED A LITTLE MORE HELP FOR US --

THE PRESENCE AND STARLIGHT ARE HERE, AMERICAN.

LET US WASTE NO MORE TIME.

ALL RIGHT. FIRST SALVO...



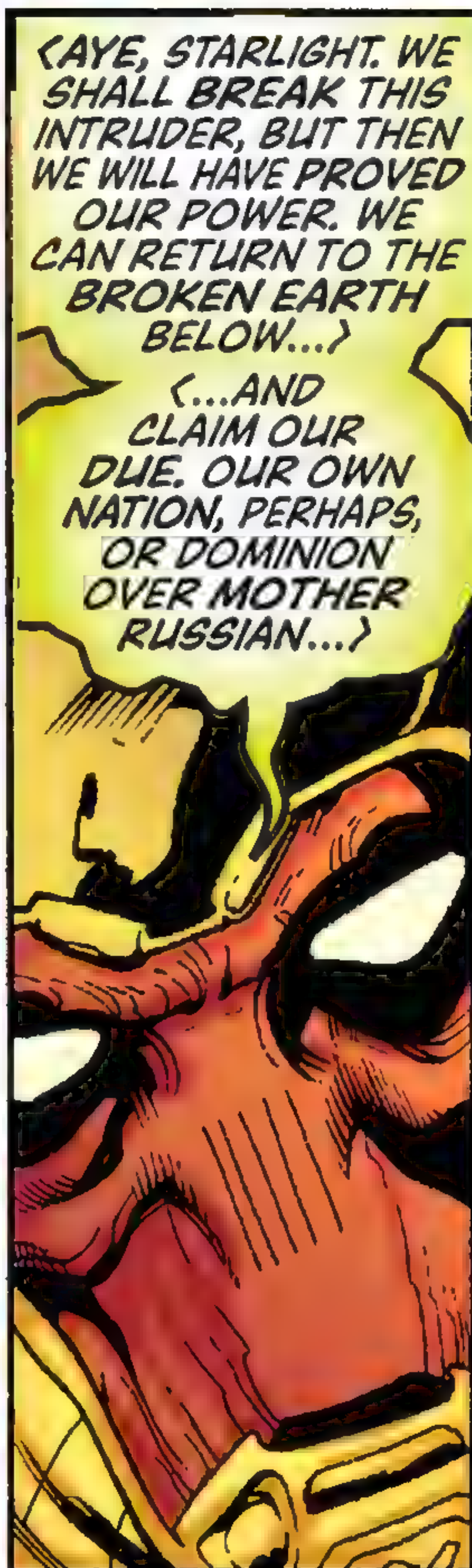
"...NOW!"



ONCE THE SHATTERING ASSAULT FADES...

YES!

ACCORDING TO MY READINGS, IT'S WEAKENED! JUST SLIGHTLY... BUT WE HURT IT! POUR IT ON FOLKS!



<AYE, STARLIGHT. WE SHALL BREAK THIS INTRUDER, BUT THEN WE WILL HAVE PROVED OUR POWER. WE CAN RETURN TO THE BROKEN EARTH BELOW...>

<...AND CLAIM OUR DUE. OUR OWN NATION, PERHAPS, OR DOMINION OVER MOTHER RUSSIAN...>

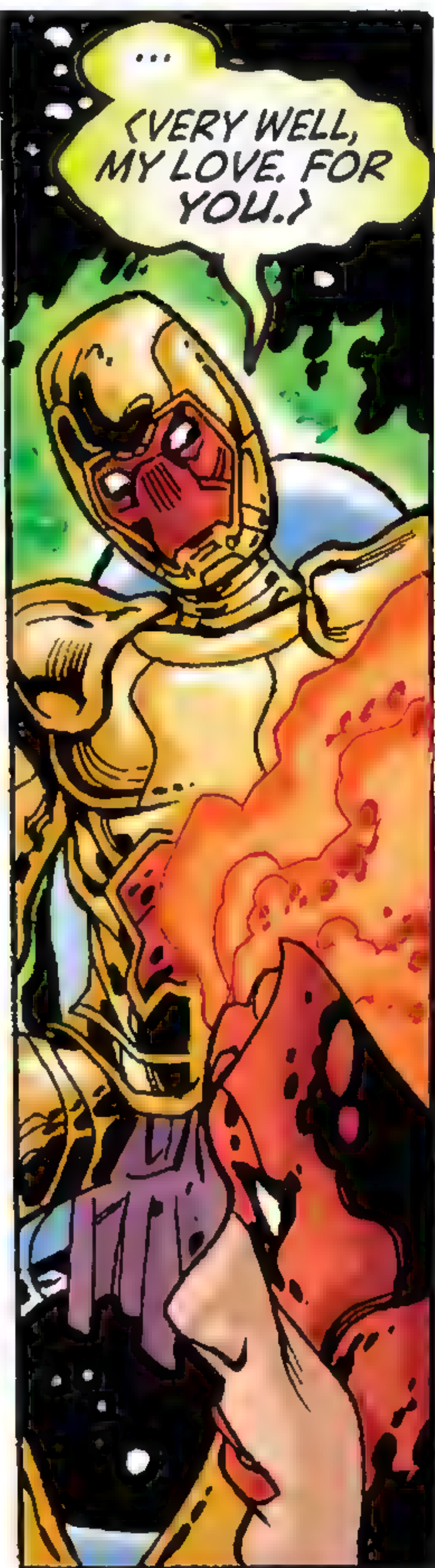


<BE SILENT, SERGEI.>

<YOU WILL DO WHAT YOU HAVE BEEN ASKED, TO SAVE OUR PLANET. AND YOU WILL DO NO MORE THAN THAT. AND THEN YOU WILL RETURN TO CAPTIVITY.>

<YOU WILL DO THIS WILLINGLY...>

<...OR BY HEAVEN, I WILL LEAVE YOU!>



...
<VERY WELL, MY LOVE. FOR YOU.>



HAH!

YOU SEE, CAPTAIN? YOU SEE? YOU MAY BE THE FINEST WARRIOR OF THE AGE --

-- BUT KANG IS A WARRIOR FOR ALL THE AGES!

BIG -- BIG TALK, MISTER --

-- BUT IT'S NOT -- OVER YET! IT'S NOT --





THE ONE THING I STILL DO NOT UNDERSTAND, HOWEVER, IS THEIR USE OF THE SO-CALLED *MASTER'S* TECHNOLOGY.

I TOLD YOU *BEFORE*-- HE WOULD NOT HAVE GIVEN IT UP *WILLINGLY*, AND THEY SHOULD NOT HAVE BEEN ABLE TO *WREST* IT FROM HIM.

IF I KNEW HOW THEY MANAGED *THAT*--!



I'M... I'M SURE IT WILL PROVE *IRRELEVANT*, SIRE.

YOU WILL TRIUMPH OVER THEM *ANYWAY*...



FEALUGH!

ENOUGH OF THIS! WE ARE *HARD-PRESSED*, TRUE-- BUT THAT IS WHEN THE TRUE MEASURE OF A MAN IS *TAKEN!* AS LONG AS I HAVE WHAT *MATTERS*--

--MY *STRENGTH*, MY *SKILL*, THE *BATTLE* BEFORE ME--

--AS LONG AS I HAVE THOSE, AND... AND MY *SON* BESIDE ME... THEN ALL WILL BE AS IT *SHOULD* BE.

COME, MARCUS...



"...LET US *SHOW* THESE FOOLS HOW TO *WAGE WAR!*"



KANG IS CONCENTRATING MOST OF HIS FIRE ON *US*, CAP.

APPARENTLY, HE WANTS TO BLOW US TO BITS, THEN TURN TO THE *OTHERS*.

I'M DOING AS MUCH REPAIR WORK AS I *CAN*, BUT --

BLAST IT -- WE CAN'T JUST FLOAT HERE LIKE A *PUNCHING BAG*!

WE'VE GOT TO GET *CLOSER* -- GET INTO THE *FIGHT AGAIN*!



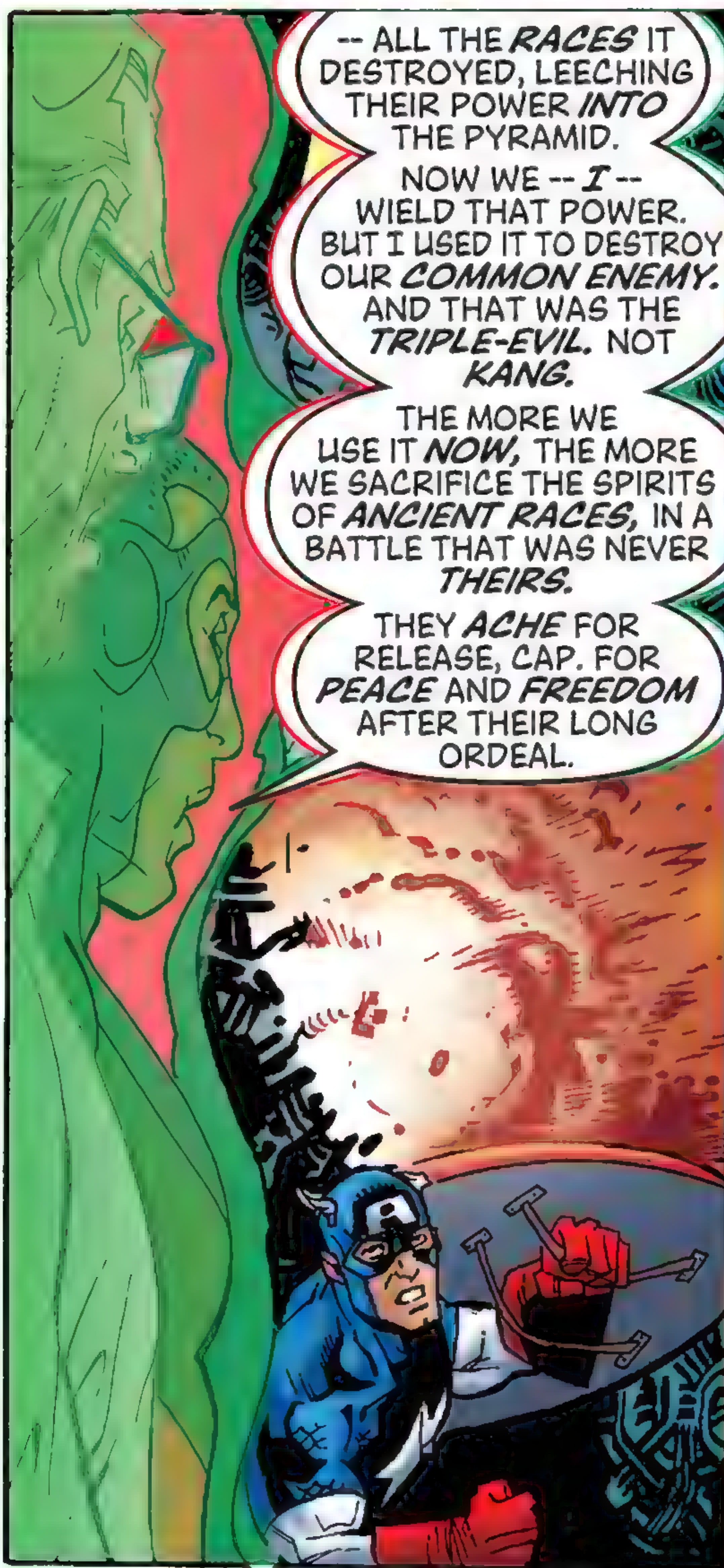
UH, CAP? WE *MAY* HAVE A PROBLEM...

ARE YOU *MAD*, GARRETT? YOU CAN'T *SERIOUSLY* BE THINKING OF --

I *HADN'T* BEEN THINKING... BUT *TREMONT* MADE ME SEE IT.

THE *POWER* WE'RE USING, ALL THE POWER IN THIS *PYRAMID* -- IT'S ALL *STOLEN*, AND IT'S ALL *ALIVE*.

IT'S THE *SPIRITS* OF ALL THOSE THE *TRIPLE-EVIL* CRUSHED --



-- ALL THE *RACES* IT DESTROYED, LEECHING THEIR POWER *INTO* THE PYRAMID.

NOW WE -- *I* -- WIELD THAT POWER. BUT I USED IT TO DESTROY OUR *COMMON ENEMY*. AND THAT WAS THE *TRIPLE-EVIL*. NOT *KANG*.

THE MORE WE USE IT *NOW*, THE MORE WE SACRIFICE THE SPIRITS OF *ANCIENT RACES*, IN A BATTLE THAT WAS NEVER *THEIRS*.

THEY *ACHE* FOR RELEASE, CAP. FOR *PEACE* AND *FREEDOM* AFTER THEIR LONG ORDEAL.



CAN WE *REALLY* USE THEIR SOULS AS A WEAPON? AGAINST THEIR *WILL*?

I -- I DON'T --

WE *NEED* THAT POWER -- WE *DESPERATELY* NEED IT -- BUT TO *ENSLAVE* OTHERS TO FIGHT FOR *US* --



STOP!

YOU CAN'T DO THIS, YOU FOOLS! YOU *CAN'T*! EARTH LIES IN THE *BALANCE*! YOU CANNOT SCRUPLE AT ANYTHING -- *ANYTHING*! -- TO SAVE IT!



DAMN YOU!

I HAD A SHRED OF POWER LEFT -- WAS SURREPTITIOUSLY ABSORBING MORE -- I WAS GOING TO USE IT TO ESCAPE!

BUT YOU --



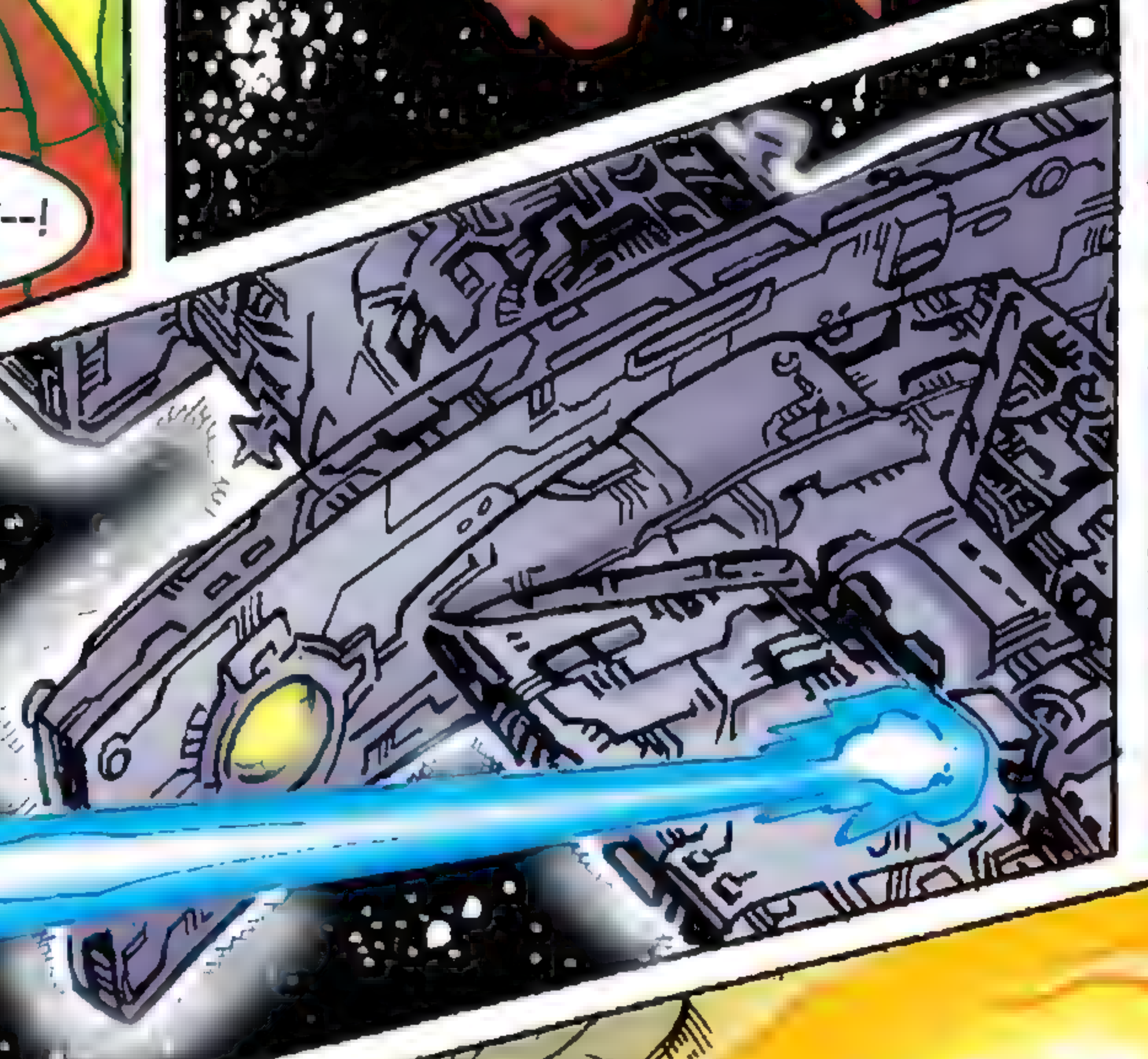
THEY'RE ALIENS, DAMN YOU! ALIENS! WHO CARES ABOUT THEIR SOULS?!

TREMONT--!



NO!

YOU SEE THIS, YOU SANCTIMONIOUS FOOLS? **THIS** IS WHAT MUST BE DONE! THIS IS --



NNH...

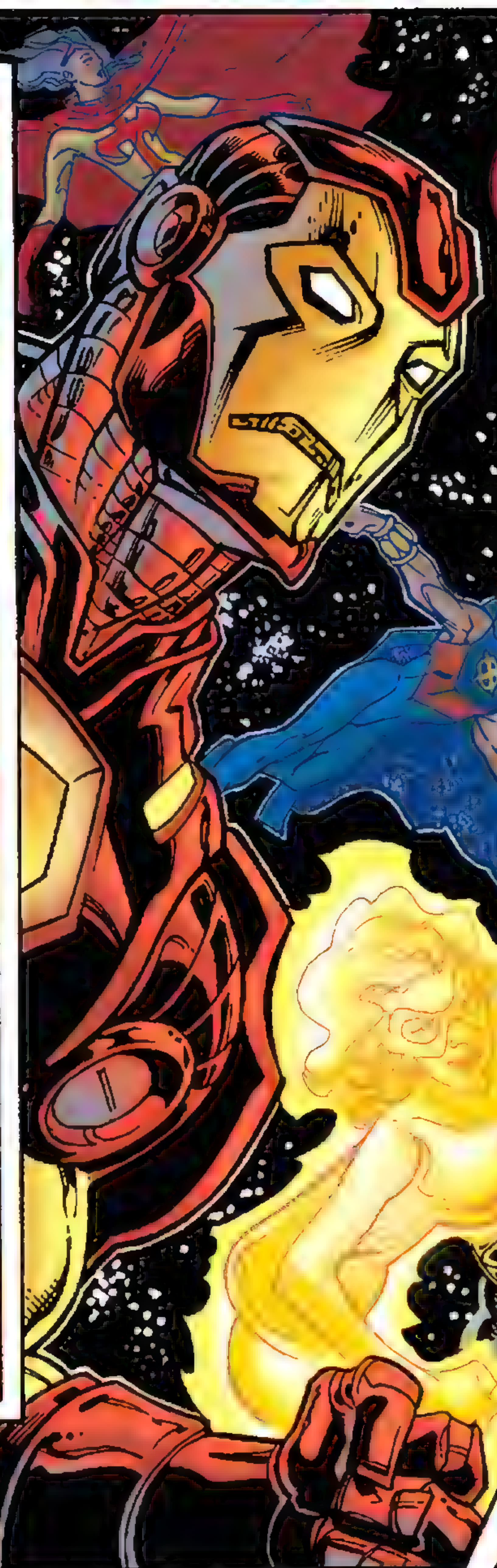
NNUH...

RIBS... LUNGS BURNING...

WHAT... WHAT MUST... BE DONE...



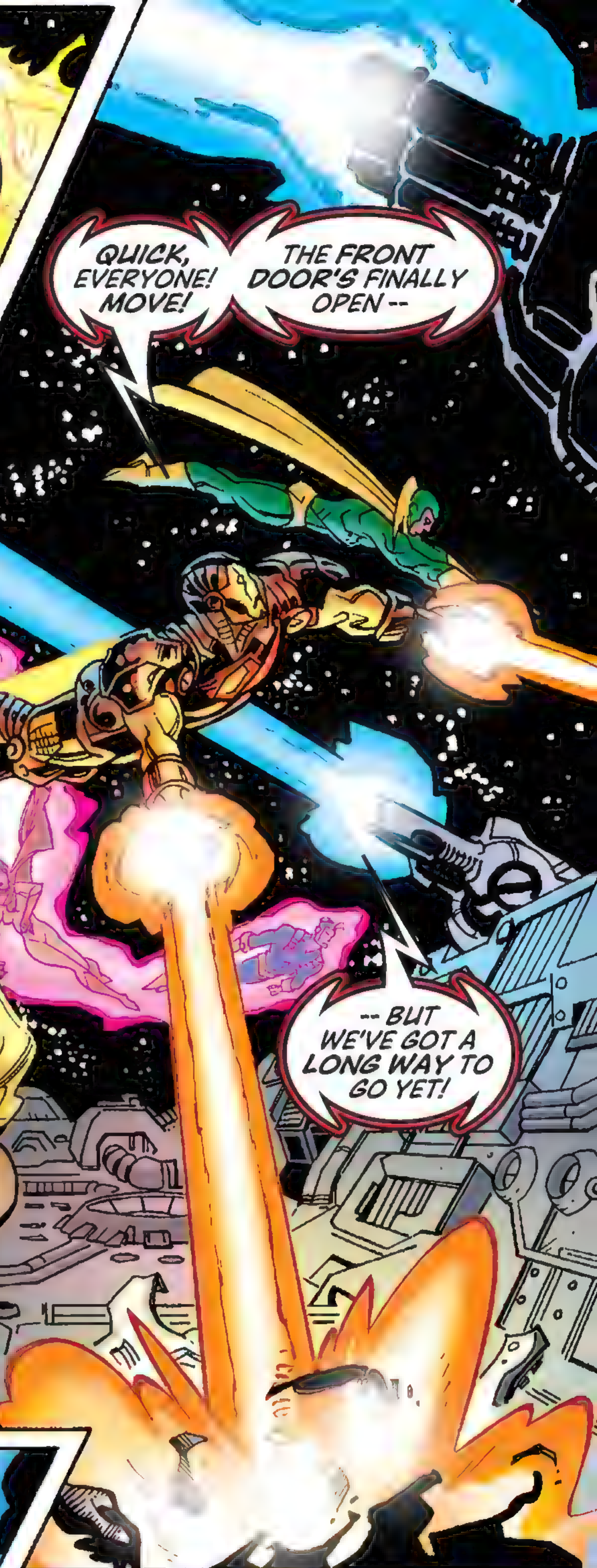
AHHGKHH!



HE --
HE --

THAT DID
IT! THAT WAS
THE LAST STRAW --
THE FORCE-FIELD
IS DOWN!

IT'S
DOWN!



QUICK,
EVERYONE!
MOVE!

THE FRONT
DOOR'S FINALLY
OPEN --

-- BUT
WE'VE GOT A
LONG WAY TO
GO YET!



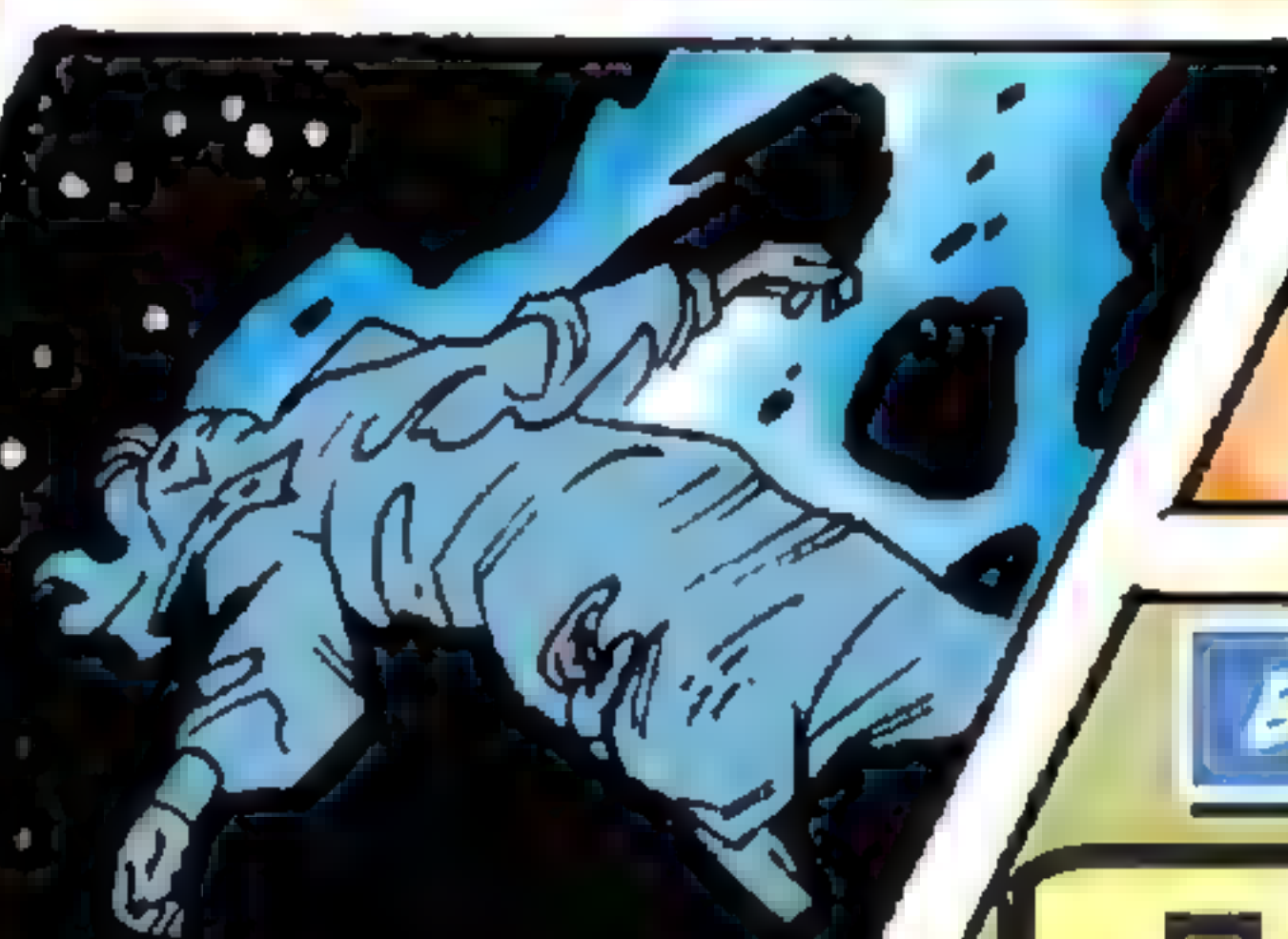
C'MON, THOR --
LET'S GET
INSIDE!

AYE,
WONDER
MAN!

AYE!

IF I
HADN'T *SEEN* IT
WITH MY OWN
EYES...

...I'D
NEVER HAVE
BELIEVED...



BELOW

CHOOM

NOW! NOW!
BOMBARDMENT ON
AUTOMATIC! SCAN THE
INTERIOR, NOW THAT
WE CAN!

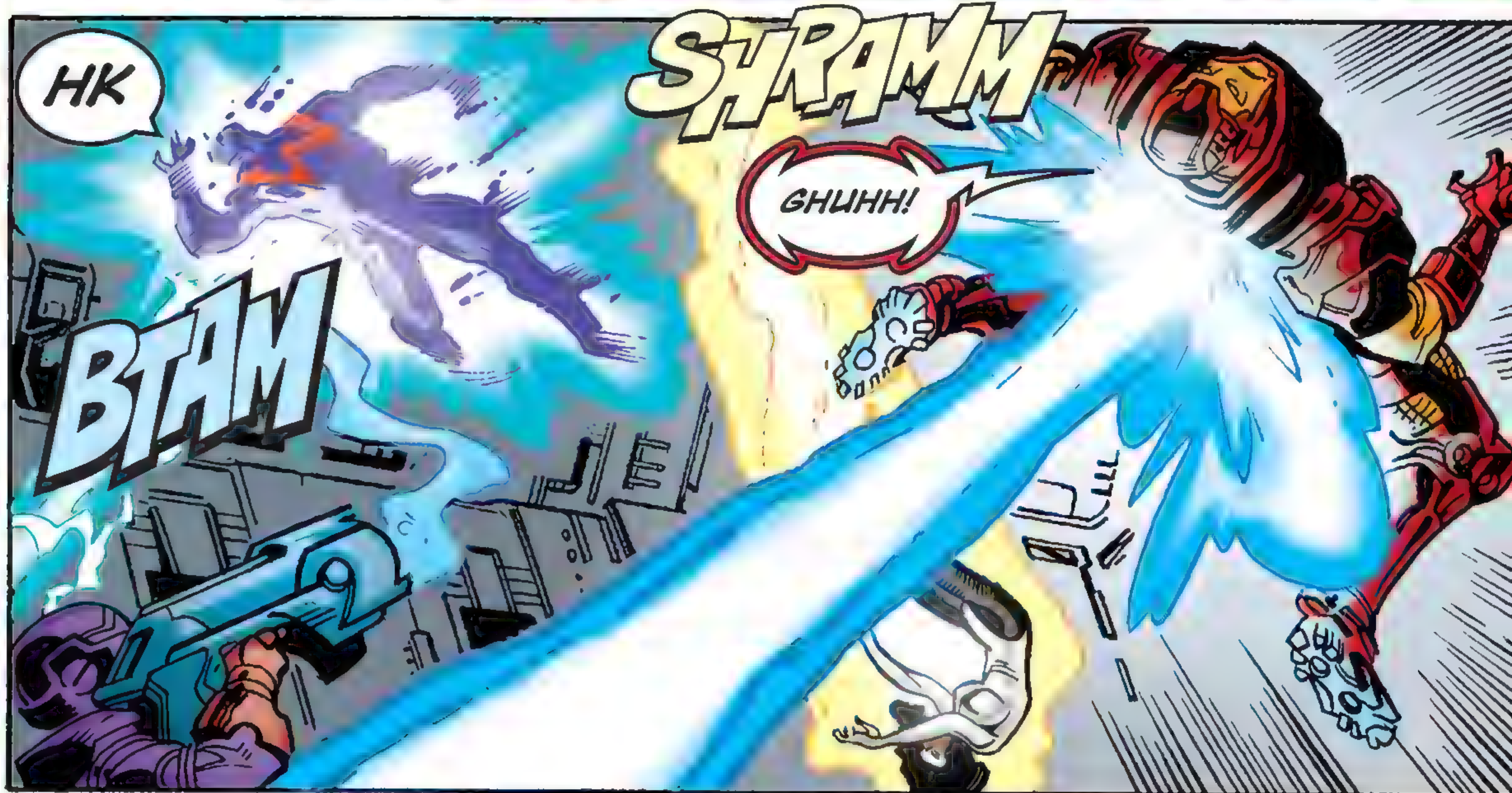
GET *DATA*
TO FEED TO THE
OTHERS...



"...THEY'RE GOING TO NEED ALL
THE *HELP* THEY CAN *GET*!"



KD



TH-THANKS,
JUSTICE...

NO SWEAT,
IRON MAN. I'LL
GET PHOTON AND
WONDER MAN TO
SHELTER, AND BE
BACK AS SOON
AS...

VANCE...

...THEY
COULDN'T
BE IN BETTER
HANDS.

JOIN US
WHEN YOU
CAN.

OUTSIDE, DAMOCLES BASE
HAS SHIFTED TO SECONDARY
DEFENSES, USING ITS GUNS TO
INTERCEPT BLASTS FROM THE
BATTERIES ON EARTH...

...AND ANY REMAINING
WEAPONRY TO FIRE BACK...

MADAME WASP!
AVENGERS!
THIS
INSTALLATION'S
FALLING APART!
WE'VE GOT TO
EVACUATE!

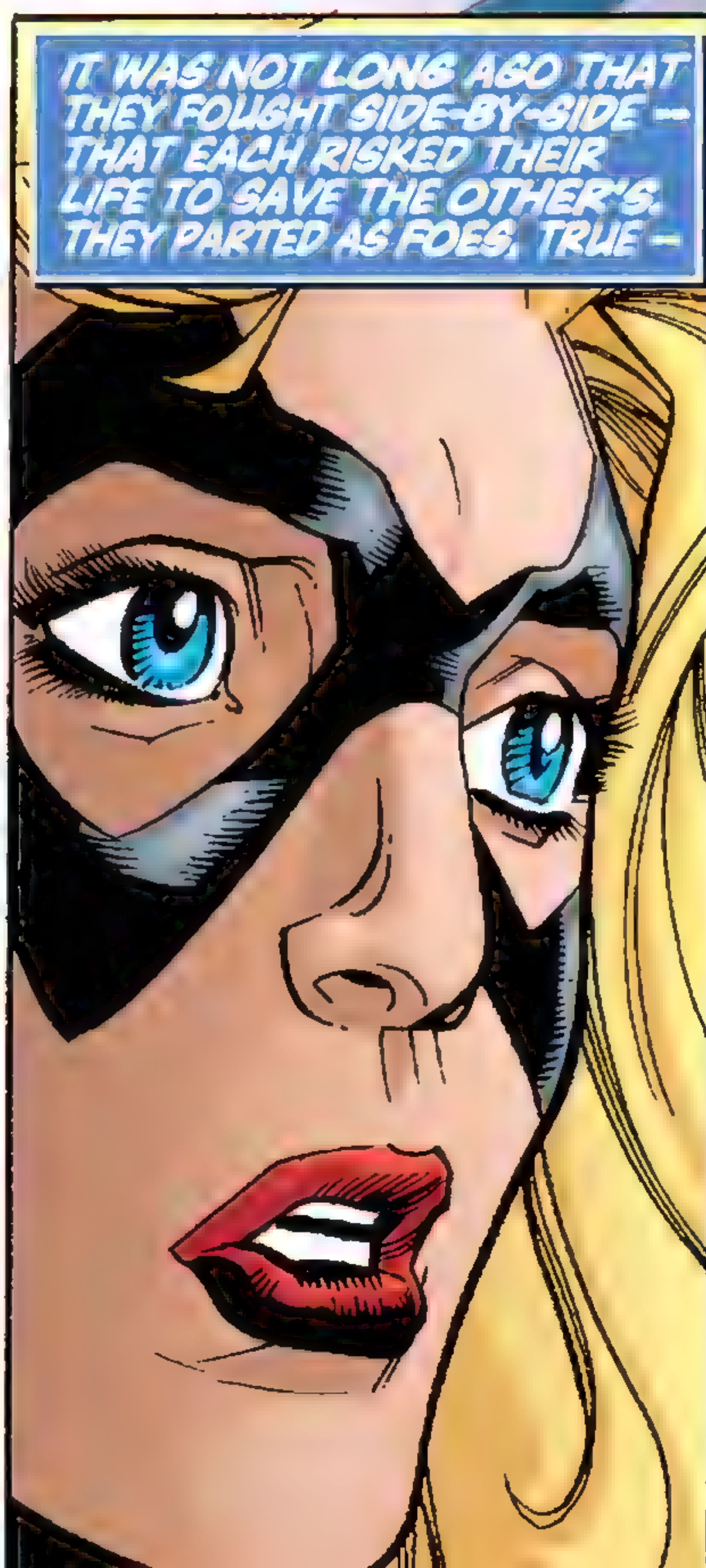
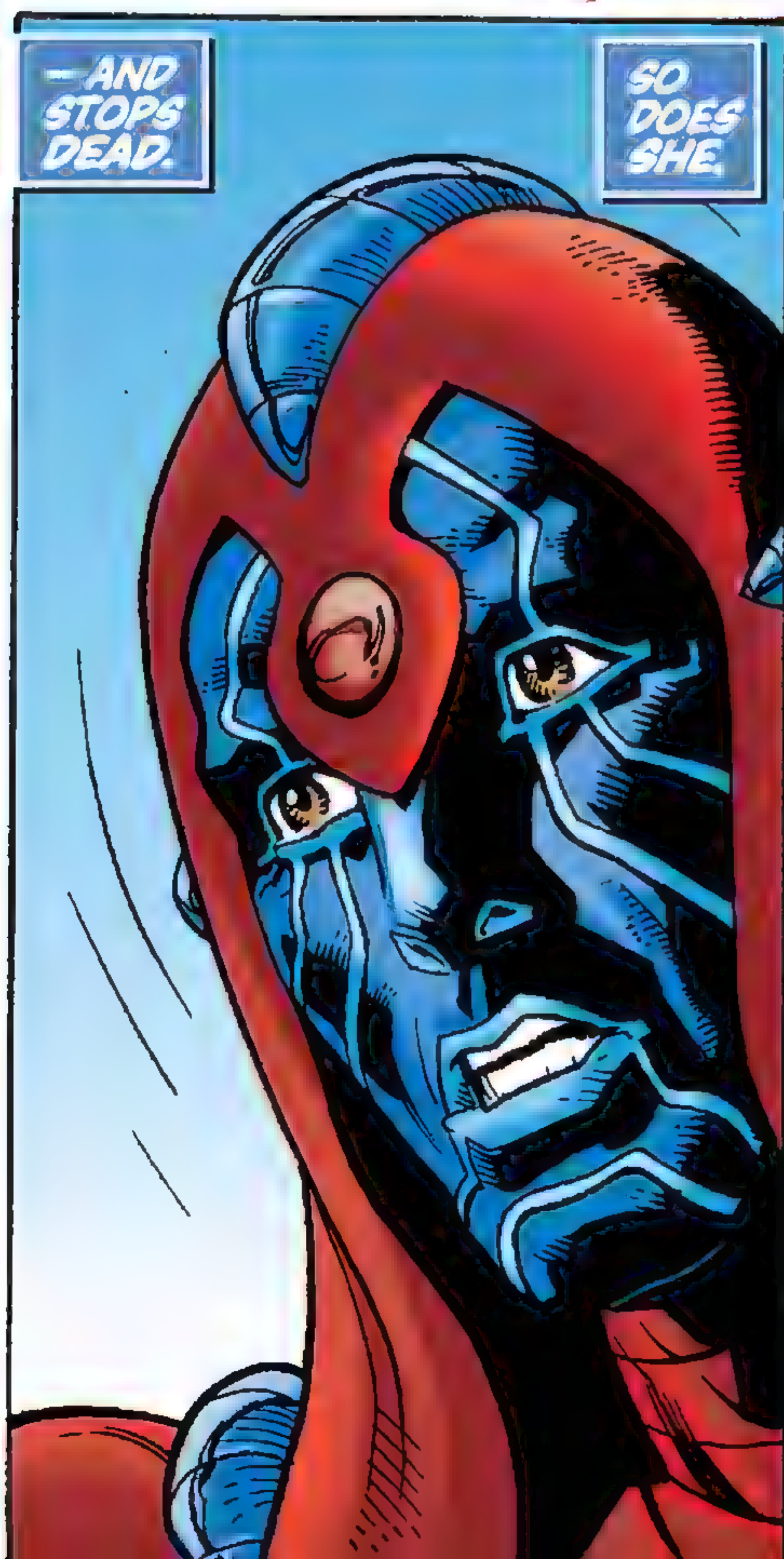
THERE,
HANK! THAT'S
IT!

GOT IT,
HON!

ISOLATING...

WASP TO
AVENGERS --
ANYONE WHO CAN
HEAR ME!

WE'VE
FOUND THE BASE'S
POWER CORE!
WE'VE FOUND IT!
WE CAN GUIDE
YOU...



WHIRAMMM

NOT A
CHANCE,
RED!

UHH!

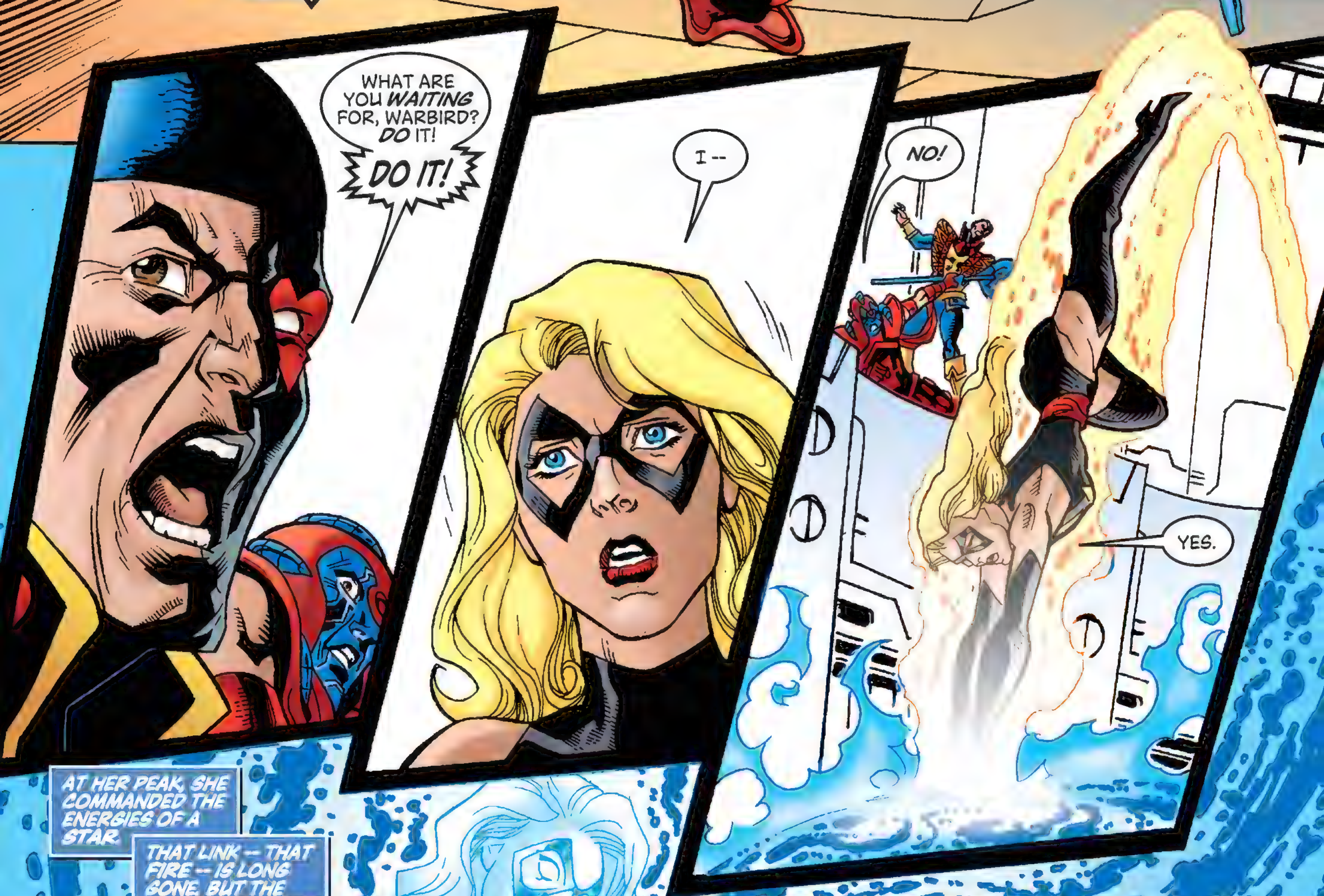


WHAT ARE
YOU WAITING
FOR, WARBIRD?
DO IT!
DO IT!

I--

NO!

YES.



AT HER PEAK, SHE
COMMANDED THE
ENERGIES OF A
STAR.

THAT LINK -- THAT
FIRE -- IS LONG
GONE, BUT THE
CAPACITY REMAINS.

WARBIRD PLUNGES DEEP, DEEP
INTO THE HEART OF DAMOCLES
BASE'S POWER CORE, AND SHE
FEELS IT SEETHING AROUND HER,
RAW AND ANGRY.

AND SHE
CONCENTRATES --
DRAWING IT TO
HER, DRAWING IT
IN, ABSORBING IT.



AND IT ROARS IN HER EARS,
DEAFENING HER, ALIVE IN
HER BRAIN, HER HEART,
BEHIND HER EYES —

AND LORD HELP HER, IT FEELS
GOOD. LIKE IT USED TO. LIKE SHE
NEVER WANTS TO LET IT GO.

AND SHE CALLS IT TO HER
AGAIN — CALLING IT, BURNING
IN ITS FIRE, CALLING MORE
AND MORE.

AND THEN —

THEN SHE SIGHS, AND
WITH A SAD SMILE —

— SHE RELEASES IT.

IT SLAMS OUTWARD,
BREACHING THE
CONTAINMENT FIELD
THAT HELD IT STILL
FOR SO LONG.

IT RIPS THROUGH THE DECKS
AND BULKHEADS AROUND THE
POWER ROOMS, SHREDDING THEM
BEFORE IT LIKE TISSUE PAPER.

WH-WHAT--?

AAAAAH!

IT ROARS UP AND DOWN THE
LENGTH OF DAMOCLES BASE —

WE MUST GO,
AVENGERS.

WE MUST ABANDON
THIS STRUCTURE,
LEST WE TOO ARE
CONSUMED BY ITS
DEATH THROES.

NO,
REALLY?

— TOUCHING SECONDARY
AND TERTIARY POWER
DISTRIBUTION POINTS,
AND RUPTURING THEM
AS WELL.

IT SEEKS
ESCAPE.

IT SEEKS
FREEDOM.

AND IN MOMENTS,
DAMOCLES BASE
IS CHAOS--

GO,
AVENGERS! GO! GO!

--WITHIN AND
WITHOUT.

AAAAH!

NO!
NO,
PLEASE--!

THROUGH ITS BUCKLING,
COLLAPSING CORRIDORS,
HOWEVER--

--STRIDES ONE FIGURE--
CALM, APPARENTLY
UNCONCERNED--

--BUT SEEKING
SEARCHING--

WHERE
IS HE?
CAN'T
ABANDON HIM.
HE'S GOT TO GO,
GOT TO TAKE HIS
PLACE AS--

FATHER!
THERE
YOU ARE!



WE CAN'T REMAIN ANY LONGER, FATHER! YOU'VE GOT TO SEE THAT NOW!

WE'VE GOT TO LAUNCH THE COMMAND POD-- GET TO SAFETY!

WE'LL ESCAPE-- BACK TO THE IMPERIUM. WE'LL COME BACK ANOTHER TIME...

NO. YOU'LL GO. I STAY HERE.

WH-WHAT--?



YOU ARE MY HEIR, MARCUS. YOU HAVE A LIFETIME TO LIVE, TO LEARN FROM YOUR ERRORS. TO BECOME A MAN, A RULER, AS I DID.

BUT THIS IS MY LAST BATTLE, AND I AM CONTENT. I WILL GO OUT AS I CHOOSE.

BUT--



NO, MARCUS.

I AM NOT MERELY YOUR FATHER. I AM ALSO YOUR COMMANDER--



--AND I AM ORDERING YOU TO ESCAPE.

YOU HAVE AN EMPIRE TO RULE. A THRONE TO GROW INTO.

AS FOR ME, AS LONG AS I HAVE MY STRENGTH, MY SKILL AND THE BATTLE BEFORE ME-- AND THE LOYALTY OF MY SON AND HEIR--



--I HAVE ALL A MAN TRULY NEEDS.

BIP BOOP BEEP

FAREWELL, MARCUS--

"-- BRING *CREDIT* TO
YOUR FATHER'S NAME."

AND WITHIN --

SO BE
IT.

IF THIS
IS THE *END*, I
WELCOME IT -- I DO
NOT *SHRINK* FROM
IT, BUT I DO NOT
SURRENDER TO
IT, EITHER!

ONCE THE COMMAND POD
IS FAR ENOUGH FROM ITS
HOUSING, IT FLARES WITH
CHRONAL ENERGIES --

-- AND IS
GONE

FATES,
AVENGERS --
BRING YOUR
WORST --

-- KANG THE
CONQUEROR
FIGHTS TO THE
END!

AND WITH A FINAL,
CONVULSIVE LURCH,
DAMOCLES BASE
BEGINS TO FALL.

FIRST SLOWLY,
VERY SLOWLY --

-- THEN FASTER --

-- FASTER --

I AM
KANG.

KANG
THE CONQUEROR.

A THOUSAND THOUSAND WORLDS HAVE I STRODE,
CRUSHING ALL RESISTANCE BENEATH MY BOOTED
SOLES. I HAVE CONQUERED WORLDS. CENTURIES.

I AM KANG, AND
I AM A LEGEND.

TARGET HELD
TOGETHER FOR
MUCH OF RE-ENTRY,
BUT BEGAN TO BREAK
UP AS ITS HEAT-
SHIELDS FAILED.

WONDER MAN, IRON MAN
AND THE OTHERS HAVE
SUCCESSFULLY INTERCEPTED
MANY OF THE FRAGMENTS,
DIVERTING THEM OUT
OVER THE OCEAN.

TARGET TRIGGERED
ANTI-GRAV TECHNOLOGY,
WHICH ALSO FAILED, BUT
SERVED TO CHECK ITS
SPEED SOMEWHAT.

AS A RESULT, THE FINAL
IMPACT DID LESS DAMAGE
THAN MIGHT HAVE OTHER-
WISE BEEN EXPECTED--

--AND THERE WAS SUFFICIENT
WARNING FOR MOST OF THE
AREA RESIDENTS TO EVACUATE.

MOST.
BUT NOT ALL
OF THEM. NOT
ALL.

THERE WERE
MORE DEATHS.
MORE BLOOD ON OUR
CONSCIENCES--

-- AND ON HIS.

GAITHERSBURG,
MARYLAND.

I AM KANG, THE
CONQUEROR --

-- AND TODAY MY
LEGEND ENDS.

AND THERE CAME A DAY UNLIKE ANY OTHER,
WHEN EARTH'S MIGHTIEST HEROES
WERE UNITED AGAINST A COMMON THREAT!
ON THAT DAY THE AVENGERS WERE BORN --
TO FIGHT THE FOES NO SINGLE
HERO COULD WITHSTAND!

STAN LEE PRESENTS:
THE MIGHTY AVENGERS IN:

A GOOD DAY TO DIE





I YET LIVE--

--BUT I HAVE SUFFERED REVERSES. MY
COMMAND BASE IS DESTROYED, KNOCKED
FROM THE HEAVENS BY THE AVENGERS.

MY MEN ABOARD
IT ARE DEAD.

EVEN MY PERSONAL
FORCE-FIELD, AND
THE OTHER WEAPONS
WITHIN MY RAIMENT
ARE NOW FAILING,
AFTER PROTECTING
ME FROM THE IMPACT.

I AM
ALONE.



AND SURROUNDED
BY MY ENEMIES.

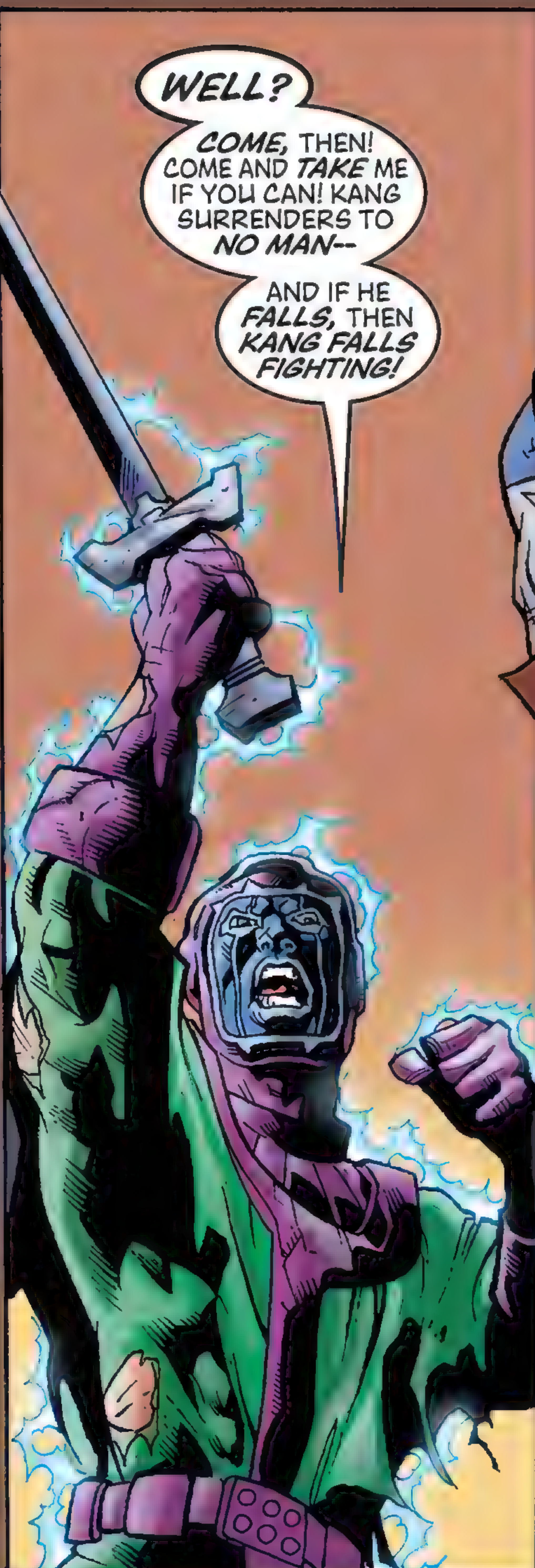
IT WILL BE A
GLORIOUS END.

GLORIOUS.

WELL?

COME, THEN!
COME AND TAKE ME
IF YOU CAN! KANG
SURRENDERS TO
NO MAN--

AND IF HE
FALLS, THEN
KANG FALLS
FIGHTING!



ALL
RIGHT.



WE'RE WITH YOU, CAP.

LET'S GET THAT BLUE-FACED--

HOLD.

LOOK THOU FOR SURVIVORS, VISION AND FIREBIRD. QUELL THE FIRES THAT RAGE IN THIS HAMLET, WARBIRD AND JACK OF HEARTS. BUT THIS--

--THIS DOTH BE CAPTAIN AMERICA'S BATTLE.



WHAT?

WHAT'S THE IDEA, THOR? SOME SCREWED-UP POINT OF ASGARDIAN HONOR? THIS GUY'S A MONSTER--

--HE SHOULD BE BROUGHT DOWN HARD, NOT TREATED WITH KID GLOVES! YOU THINK HE DESERVES A FAIR FIGHT?!



THOU DOST MISUNDERSTAND, WARBIRD.

IT BE CAPTAIN AMERICA'S BATTLE NOT DUE TO RESPECT FOR THE FOE--

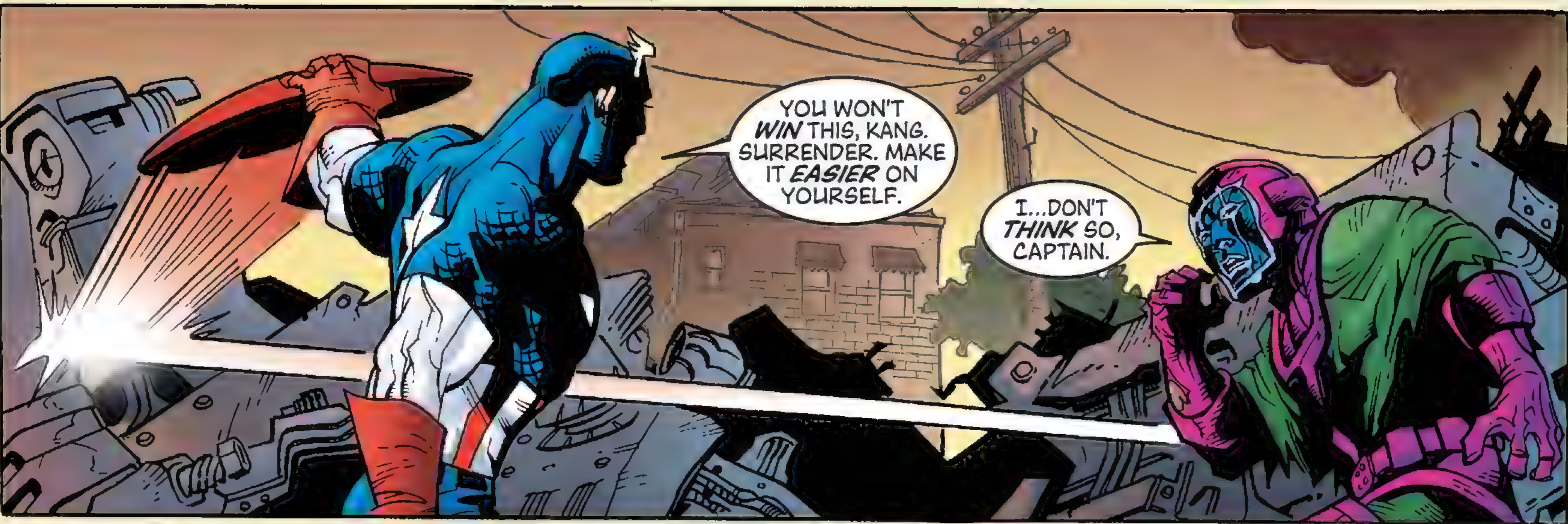


"--BUT BECAUSE CAPTAIN AMERICA WILL BE ALL THAT IS NEEDED."

YAAHAA

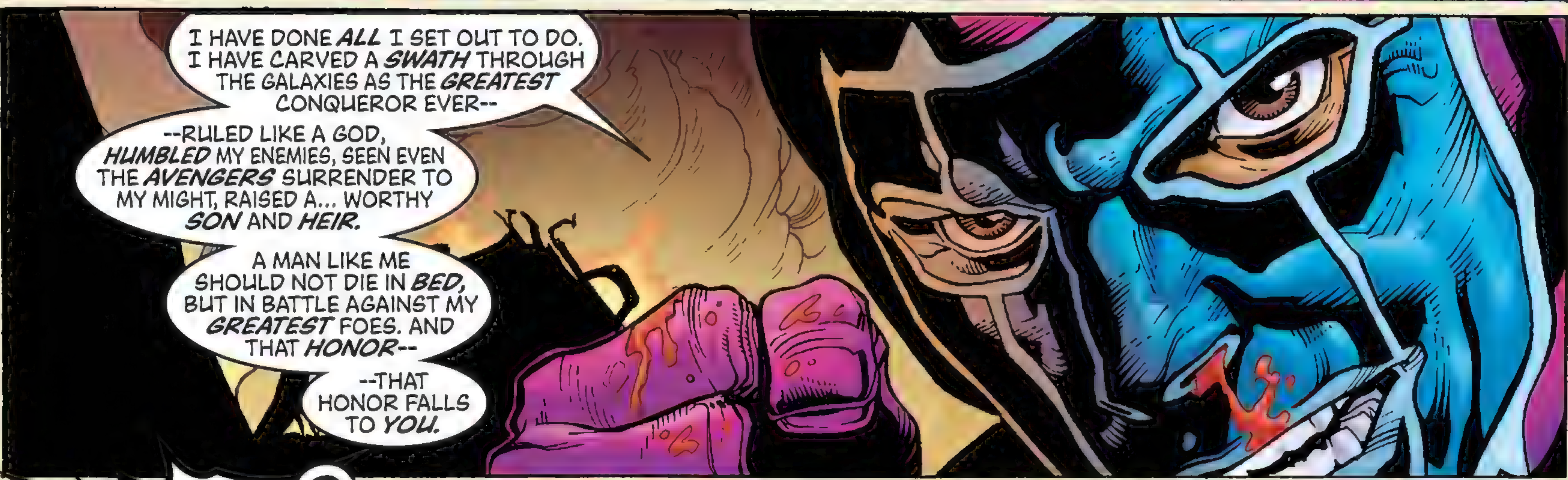
HHRRHHH





YOU WON'T WIN THIS, KANG. SURRENDER. MAKE IT *EASIER* ON YOURSELF.

I...DON'T THINK SO, CAPTAIN.



I HAVE DONE *ALL* I SET OUT TO DO. I HAVE CARVED A *SWATH* THROUGH THE GALAXIES AS THE *GREATEST* CONQUEROR EVER--

--RULED LIKE A GOD, *HUMBL*ED MY ENEMIES, SEEN EVEN THE *AVENGERS* SURRENDER TO MY MIGHT, RAISED A... WORTHY SON AND *HEIR*.

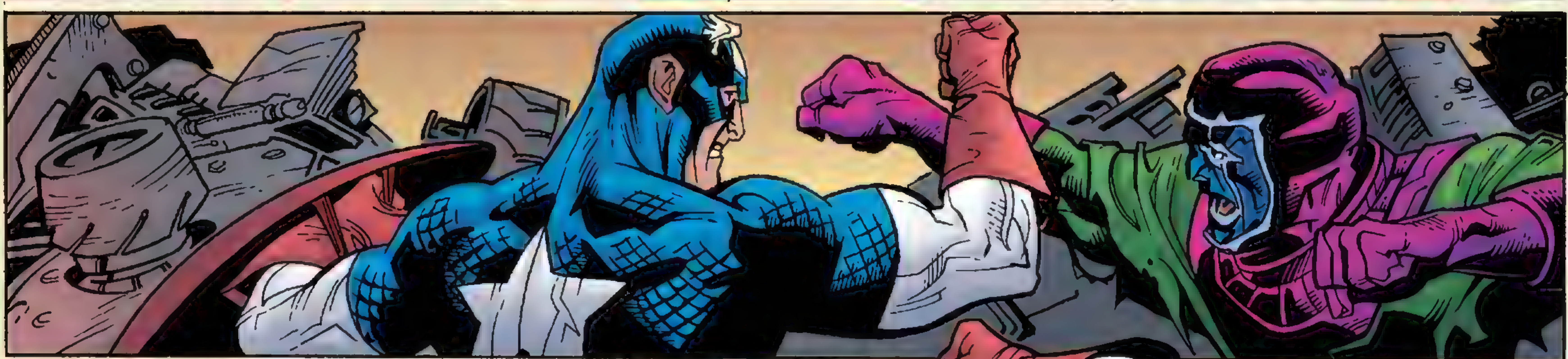
A MAN LIKE ME SHOULD NOT DIE IN *BED*, BUT IN BATTLE AGAINST MY *GREATEST* FOES. AND THAT *HONOR*--

--THAT *HONOR* FALLS TO YOU.



HONOR?!

YOU'VE KILLED MILLIONS, DEVASTATED A WORLD-- AND YOU SAY IT'S AN *HONOR* TO DEFEAT YOU?!



SHRAAAAN



IF THERE WAS
HONOR TO BE HAD
IN THIS-- ANY HONOR
AT ALL--

--IT'D BE IN
MAKING THE WORLD
A **BETTER PLACE--**
BUILDING A BETTER
FUTURE--

--SO THAT THERE
WILL NEVER AGAIN
BE MEN LIKE YOU!
NEVER!

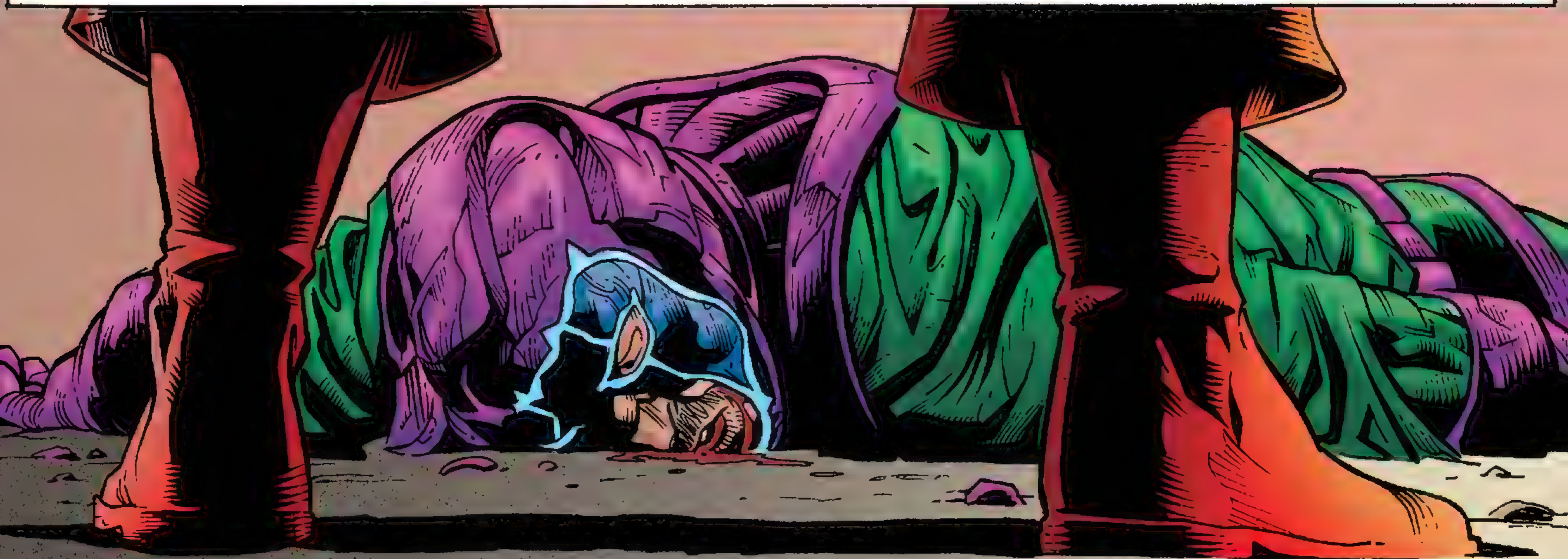
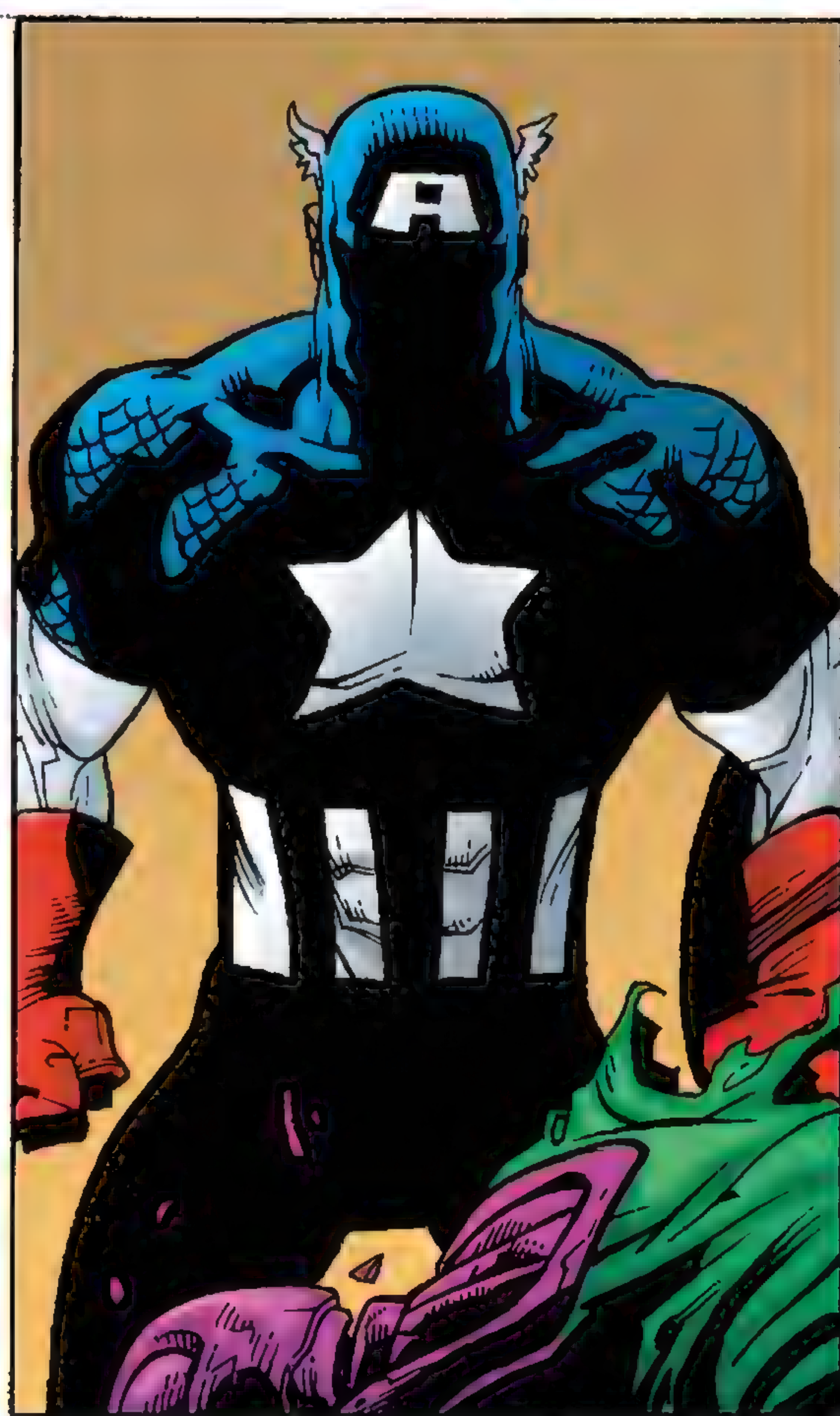


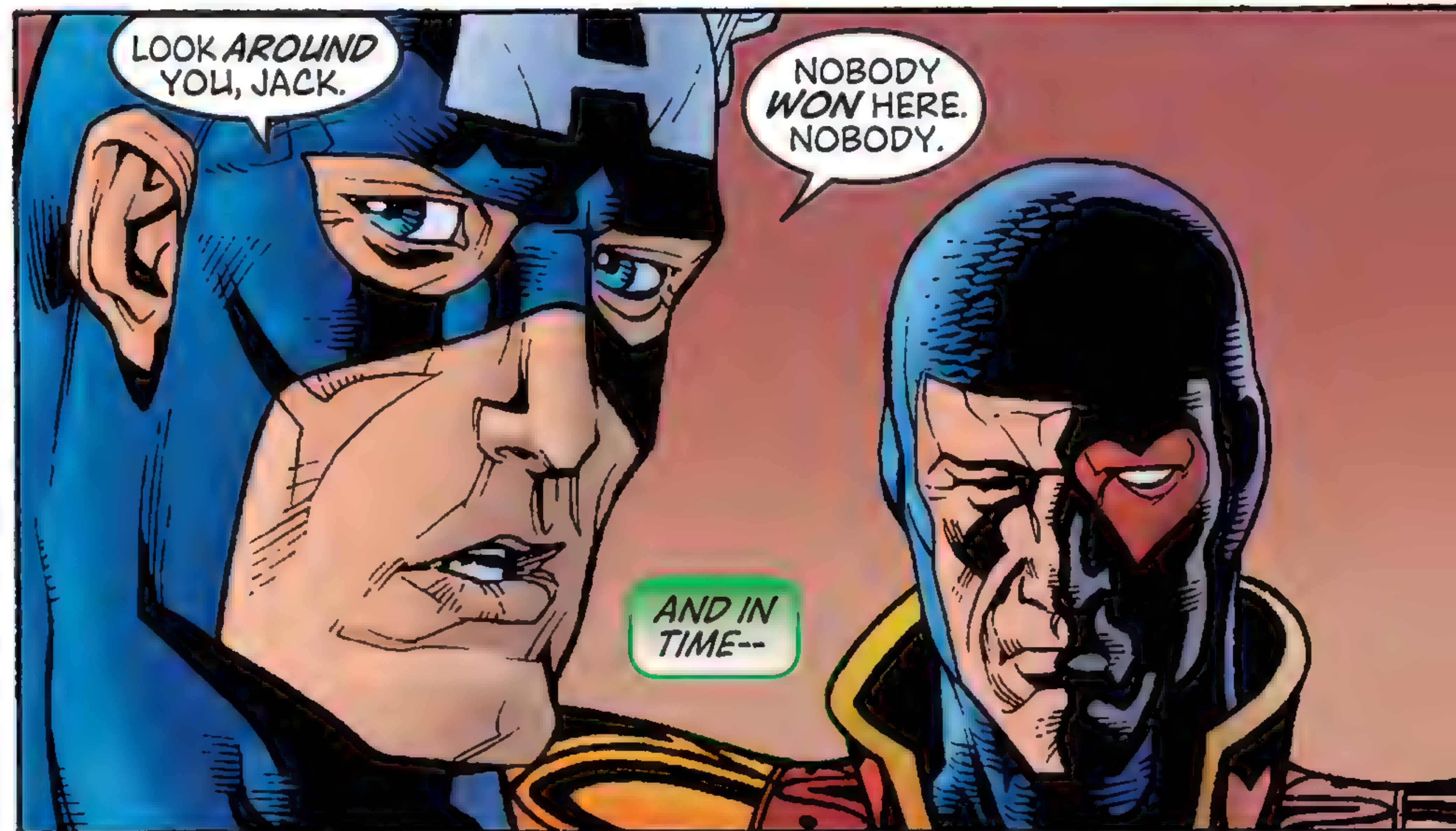
W-WELL
STRUCK,
CAPTAIN.

YOU
ARE TRULY...
TRULY **WORTHY**
OF...



...WORTHY
OF THIS
GREAT...







I SAW HIM--
JUST A *MOMENT*
AGO. HAS-- HAS HE
LEFT US? DID
I--?

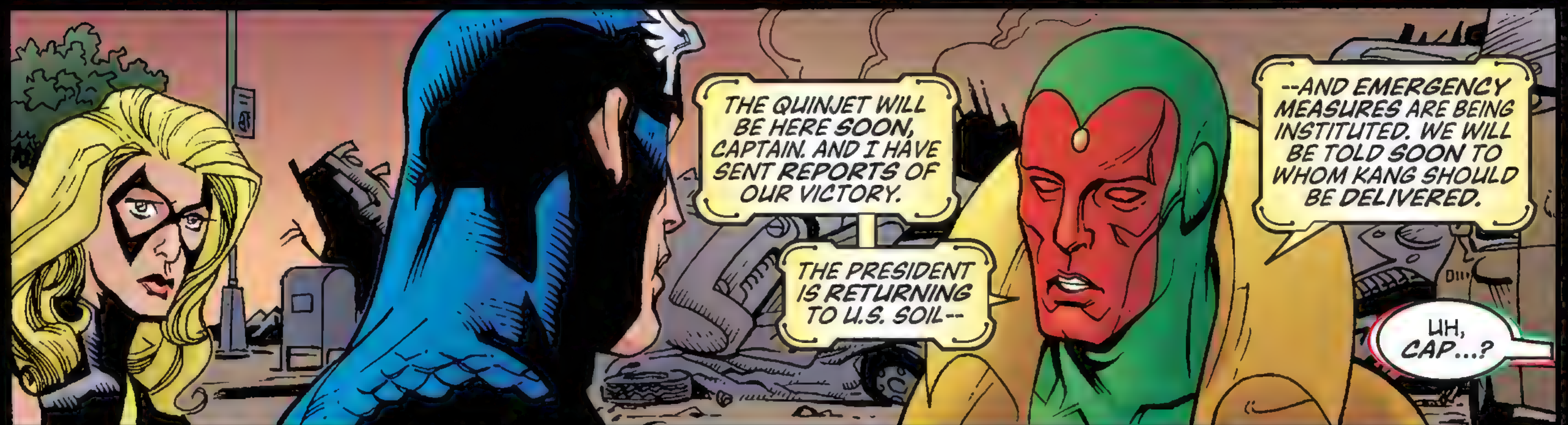
HEY,
FIREBIRD-- DON'T
LOOK SO *DOWN*
AT HEART.

THERE'S A
LOT LEFT TO *DO*--
BUT AT THIS POINT,
IT'S *CLEAN-UP*.



KANG'S *DEFEATED*.
HIS ARMIES ARE *BROKEN*.
IT'S BEEN A *LONG* WAR, BUT
IT'S OVER. WE CAN BE GLAD
OF *THAT*, AT LEAST.

I... HOPE
YOU'RE *RIGHT*,
WONDER
MAN...



THE QUINJET WILL
BE HERE *SOON*,
CAPTAIN. AND I HAVE
SENT REPORTS OF
OUR *VICTORY*.

THE PRESIDENT
IS RETURNING
TO U.S. SOIL--

--AND EMERGENCY
MEASURES ARE BEING
INSTITUTED. WE WILL
BE TOLD *SOON* TO
WHOM KANG SHOULD
BE DELIVERED.

UH,
CAP...?



TRIATHLON?

I WON'T BE
RETURNING TO *NEW*
YORK WITH YOU, NOT
RIGHT NOW.

I'VE GOT TO HEAD
BACK TO THE *PYRAMID*,
DISSOLVE IT-- RELEASE ANY
REMAINING ENERGIES *WITHIN*
IT, KEEP IT FROM BEING ANY
FURTHER *THREAT*.



AFTER THAT-- I'VE GOT SOME *THINGS* TO
FIGURE OUT. WHAT TO DO ABOUT WHAT I'VE
BECOME-- AND ABOUT THE *TRIUNE*
UNDERSTANDING.

BUT I'LL BE
BACK AS *SOON*
AS I CAN.

I
UNDERSTAND,
AVENGER. GODSPEED...



...AND
GOOD
LUCK.

WE'LL SEE
YOU WHEN WE
SEE YOU.

AND WHEN ALL IS SAID AND DONE, THEY WILL RETURN HOME IN TRIUMPH--

THERE'S STILL A GREAT DEAL LEFT TO DO--

--KANG'S ARMIES, FOR INSTANCE, ARE STILL SCATTERED ACROSS EUROPE AND NORTH AMERICA. ACCORDING TO REPORTS, MOST ARE SURRENDERING--

BUT WE'LL HAVE TO ROOT OUT THE OTHERS. THAT'LL BE A PLEASURE.

AND WE'LL HAVE TO FIND A WAY TO REPATRIATE THEM TO THEIR PROPER TIME PERIOD-- MAYBE REED RICHARDS CAN HELP WITH THAT...

YES. AND WE CAN AID IN REBUILDING, IN DEALING WITH THE WORLD'S FEAR AND PANIC--

--WE'RE A RESILIENT LOT, BUT IT'LL BE MONTHS, MAYBE YEARS, BEFORE ALL THIS IS BEHIND US.

I CONCUR. AND --

THERE'S SOMETHING ELSE, CAP. SOMETHING ELSE WE NEED TO ADDRESS-- MAYBE NOT RIGHT AWAY, BUT SOON.

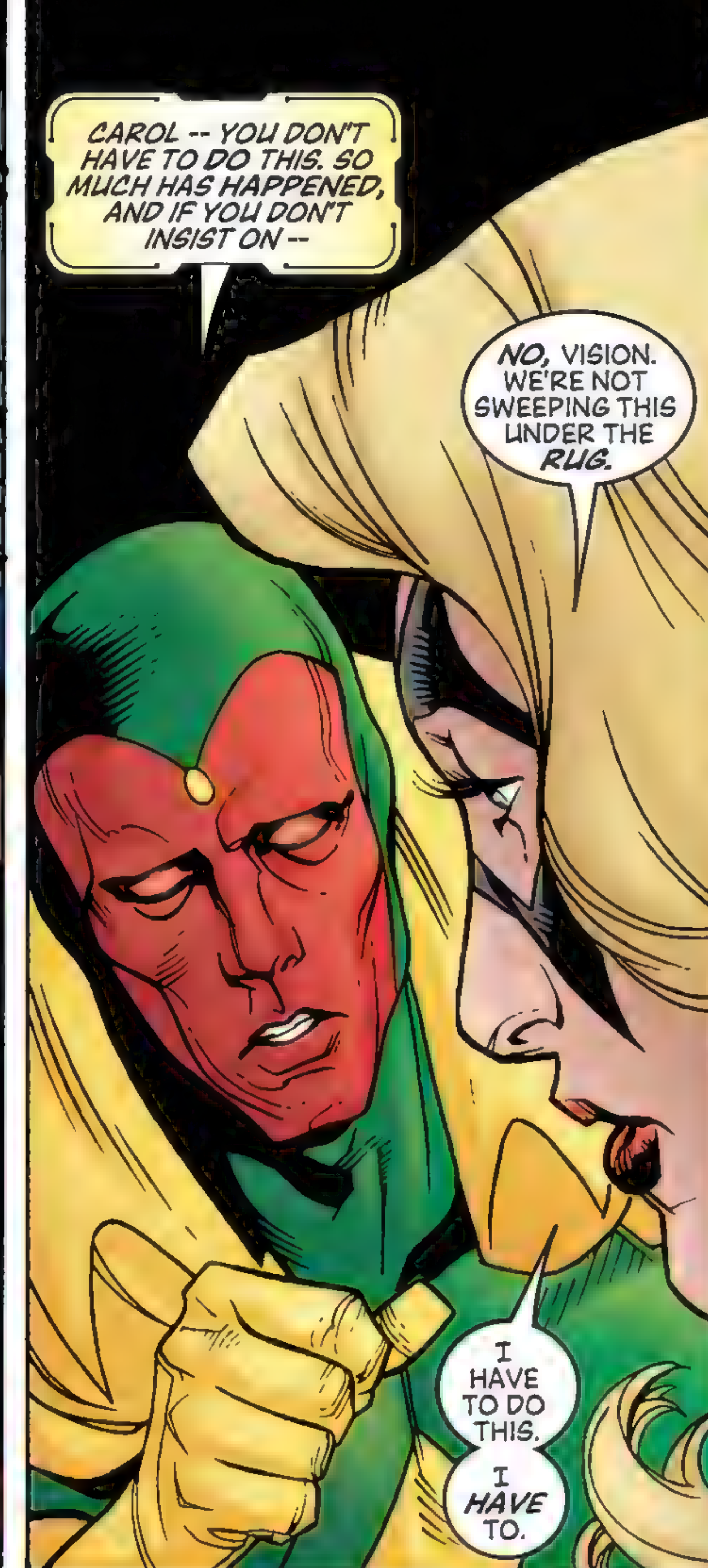
YES?

I DON'T KNOW IF THERE'S TIME TO HAVE FILLED YOU IN YET...

...BUT I KILLED THE MASTER. GUTTED HIM WITH A SHARD OF METAL.

MAYBE BLOWING UP KANG'S POWER-CORE, CRIPPLING HIS BASE LIKE THAT-- MAYBE IT WAS THE RIGHT THING TO DO, EVEN THOUGH HIS MEN DIED--

--BUT I'M NOT SO SURE THAT'S THE CASE WITH THE MASTER. IF I HADN'T KILLED HIM, MAYBE WASHINGTON DC WOULD STILL BE WHOLE.







HERE'S TO
YOU ALL, GUYS!
DANE, WALT, HANK,
ALL OF YOU!

YOU DID
A GREAT JOB --
AND IT COULDN'T
HAVE BEEN DONE
WITHOUT
YOU!

HEAR
HEAR!

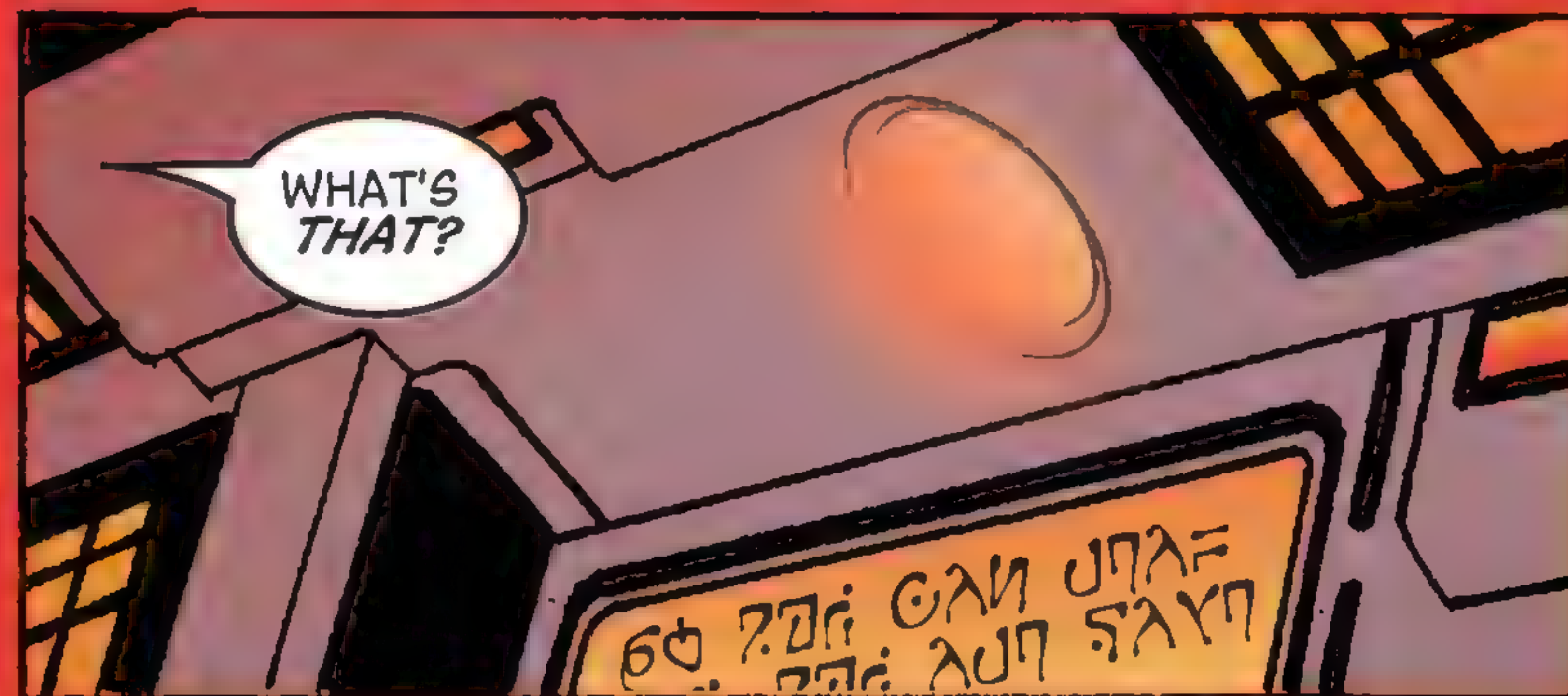
AND I'VE
ONLY GOT ONE
THING TO ADD TO
THAT, JAN...



BEEP
EEP
BEEP
EEP

HUH?

HANK...?



WHAT'S
THAT?

AN
OVERRIDE
CODE?

I... DON'T
KNOW. WE BARELY
HAD THE TIME TO
FIGURE OUT HOW TO
OPERATE THE
WEAPONS SYSTEMS,
BUT THIS...

AS NEAR
AS I CAN TELL,
IT'S ASKING FOR
AN OVERRIDE
CODE.



TO
OVERRIDE
WHAT...?



MONTANA. ■

AND AS FOR ME --

I AWAKEN IN A PRISON. AN EMPTY PRISON, DEEP WITHIN A MOUNTAIN, HOLDING NO ONE BUT ME.

THEY TREAT ME WITH RESPECT, OR AT LEAST FEAR. AND I AM CONTENT.

I HAVE EVERYTHING.

I BUILT AN EMPIRE. WON GREAT VICTORIES. EVEN DEFEATED THE AVENGERS, AND ACCEPTED THEIR SURRENDER.

I HAVE A SON AND HEIR WHOSE NAME WILL RING ACROSS THE COSMOS.

THEY WILL KILL ME.

I WILL BE TRIED AND EXECUTED BY THE ONLY FOES EVER TO DEFEAT ME DECISIVELY. I WOULD HAVE PREFERRED TO DIE IN BATTLE --

-- BUT IT IS NONETHELESS A GOOD ENDING. A FITTING ENDING. I WILL GO TO THE GALLOWES AS BEFITS A KING.

AND MY LEGEND WILL NEVER BE EQUALLED. MY NAME WILL BE IMMORTAL, MY ACHIEVEMENTS SPOKEN OF 'TIL THE END OF TIME.

MY ONLY REGRET...

NO, MARCUS WILL DO WELL. HE IS THE BEST OF THEM, AND HE WILL LEARN. TO DO THAT, HE MUST MAKE MISTAKES.

HE'LL BECOME A FIT SUCCESSOR, GIVEN A BIT MORE TIME, A BIT MORE TEMPERING. AND HE WILL CARVE A LEGEND, TOO.

MY TIME IS OVER. HIS HAS BEGUN. IT WILL BE --

-- IT WILL BE GOOD TO REST.





GREETINGS, FATHER.

SHALL WE GO?

WH-WHAT -- ?



WE'VE PROJECTED A **NULL-TIME FIELD** AROUND THIS MOUNTAIN, AND ARE EXTRACTING YOU BETWEEN **HEARTBEATS**.

WE USED A **PROTONIC ARC** TO CARVE OUR WAY IN TO YOUR CELL.

I APOLOGIZE FOR NOT **ALERTING** YOU, BUT YOU WERE IN THE **NULL-FIELD** AS **WELL**, UNTIL I ARRIVED AND EXTENDED THE **EXCEPTION ZONE** AROUND YOU.



A **PROTONIC ARC**...?



AND I JUST SAT HERE, AS FROZEN AS THOSE FOOLS OUT THERE, SET TO GUARD ME.

WHILE HE SIMPLY -- SIMPLY --



YOU SHOULD NOT HAVE COME, MARCUS!

I WAS CONTENT TO **STAY HERE** -- TO ALLOW EVENTS TO **PLAY OUT** -- !



BUT **SIRE** -- A WISE MAN ONCE TAUGHT ME THAT WHEN CONDITIONS ARE **INEVITABLE**, THEY MUST BE **ENDURED** --

-- BUT THAT ONLY A **FOOL** DELIVERS HIMSELF WILLINGLY INTO THE HANDS OF HIS **ENEMIES**.

THE DOOR IS **OPEN**, FATHER. DO WE **GO**, OR...?

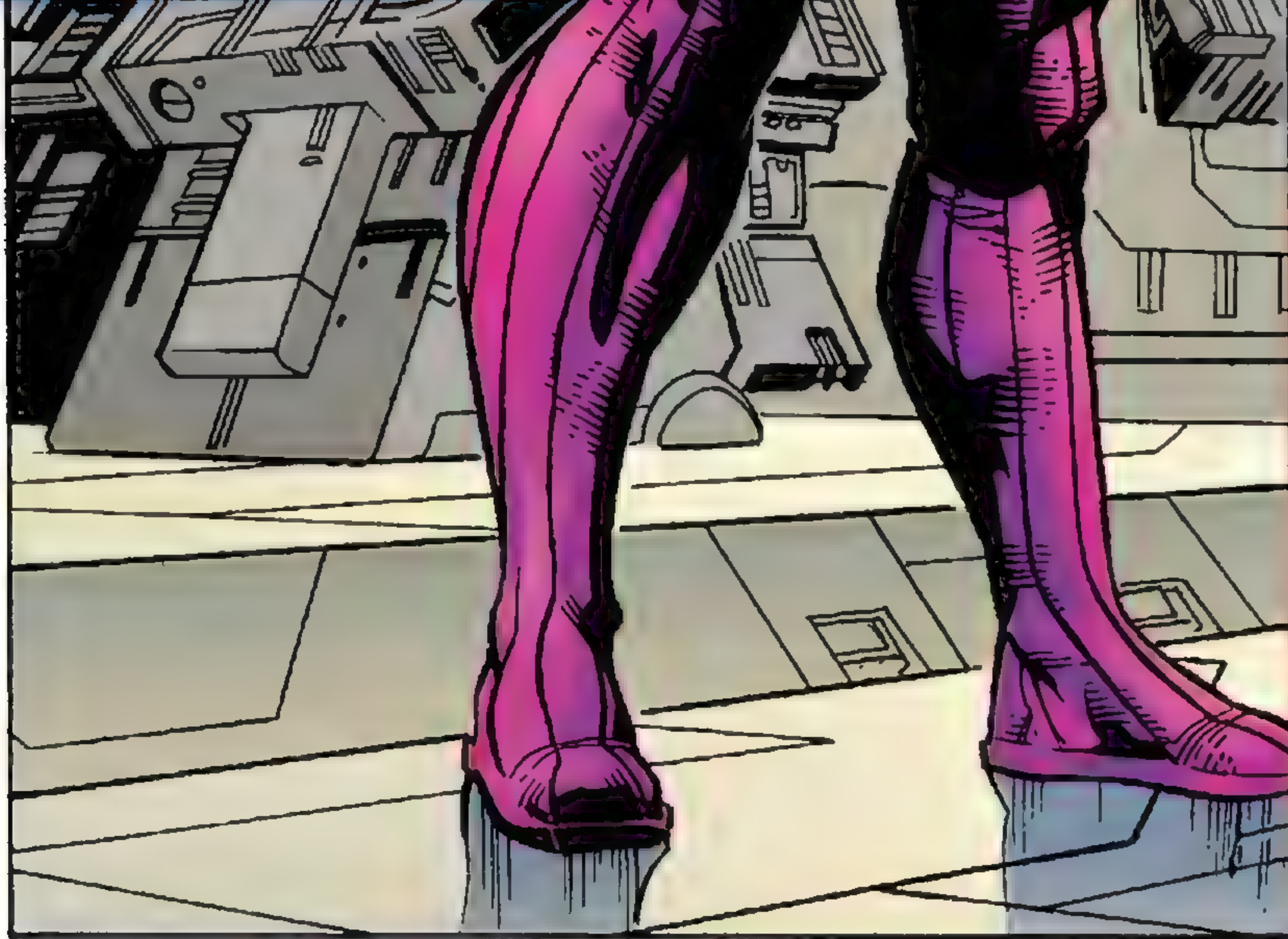


ONLY A
FOOL,
HMM?

THERE,
FATHER. DOES
THAT NOT FEEL
BETTER?

I HAVE *TWO*
MILLION MEN WAITING
UP THE TIMESTREAM, READY
TO STRIKE. WE WILL *DESTROY*
THESE UPSTARTS AND LAY
WASTE TO THEIR PLANET
AS A LESSON --

-- AND RESUME
OUR CONQUESTS
ELSEWHERE. RIGEL-14,
PERHAPS, OR THE
ANOPIUS SYSTEM...



YOU SHOULD NOT
HAVE *RESCUED* ME,
MARCUS.

WHAT? BUT
SIRE --

I WOULD HAVE *DIED*. AND
MY LIFE WOULD HAVE BEEN
COMPLETE, MY LEGEND
ETERNAL.

YOU COULD
HAVE BECOME...
WHATEVER YOU ARE TO
BECOME. YOU ARE NOT ME,
AND DO NOT UNDERSTAND
WHAT I *VALUE* --

-- BUT YOU
ARE THE *BEST* OF
THEM. YOU'D MAKE
YOUR *OWN*
LEGEND.

I COULD NEVER LEAVE
YOU TO *ROT*, FATHER --
TO BE SLAIN BY THESE...
INFERIORS... I AM A
DUTIFUL SON. WHO
LOVES
HIS FATHER --
-- AND I WANT
TO BATTLE AT YOUR
SIDE FOR *YEARS* TO
COME.

AND I DON'T KNOW -- DON'T
KNOW IF I CAN EVEN DO IT. BUT
I FORCE MYSELF TO *SMILE* --

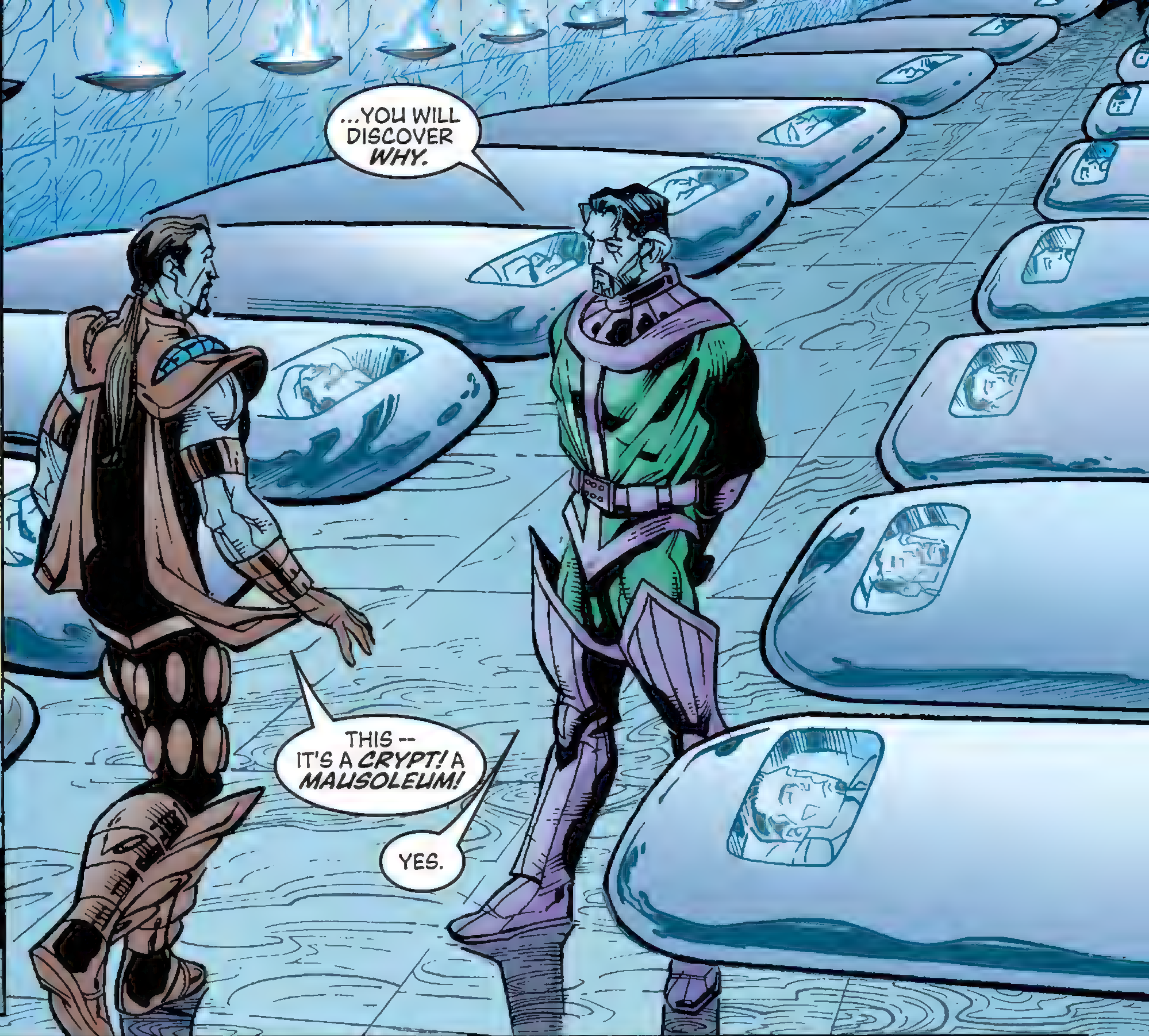


COME
WITH *ME*,
SON.



YOUR **PRIVATE CHAMBERS?**
YOU -- YOU HAVE NEVER ALLOWED ME TO **ENTER** HERE BEFORE.

NO. AND **TODAY...**



...YOU WILL DISCOVER **WHY.**

THIS -- IT'S A **CRYPT!** A **MAUSOLEUM!**

YES.



AND THESE COFFINS -- THESE **CORPSES** --
-- THEY'RE **ME!** ALL OF THEM!

YES.



CONQUERING THIS EARTH WAS **NEVER** THE TRUE AIM, MY SON. IT WAS MY **GIFT** TO YOU. TO MY **HEIR.**
THE **FINALE** TO MY LEGEND, THE DAWN OF **YOURS**, AS WE TRIUMPHED OVER MY GREATEST FOES.
I THOUGHT IT WOULD BE **GLORIOUS**, BECAUSE YOU -- YOU WERE THE **BEST** OF THEM.

THE BEST OF...?



YOU WERE NOT THE **FIRST**, MARCUS. NOR EVEN THE **TENTH**. BUT BEFORE YOU, EACH OF THE SONS I BRED PROVED... **UNSUITABLE.**
UNABLE TO MASTER THE **SKILLS** THEY NEEDED. **COWARDLY. SICKLY.** THERE WAS **ALWAYS** A FAULT. AND THEN THERE WAS **YOU** --

-- AND I **THOUGHT** --



BUT
YOU BETRAYED
ME.



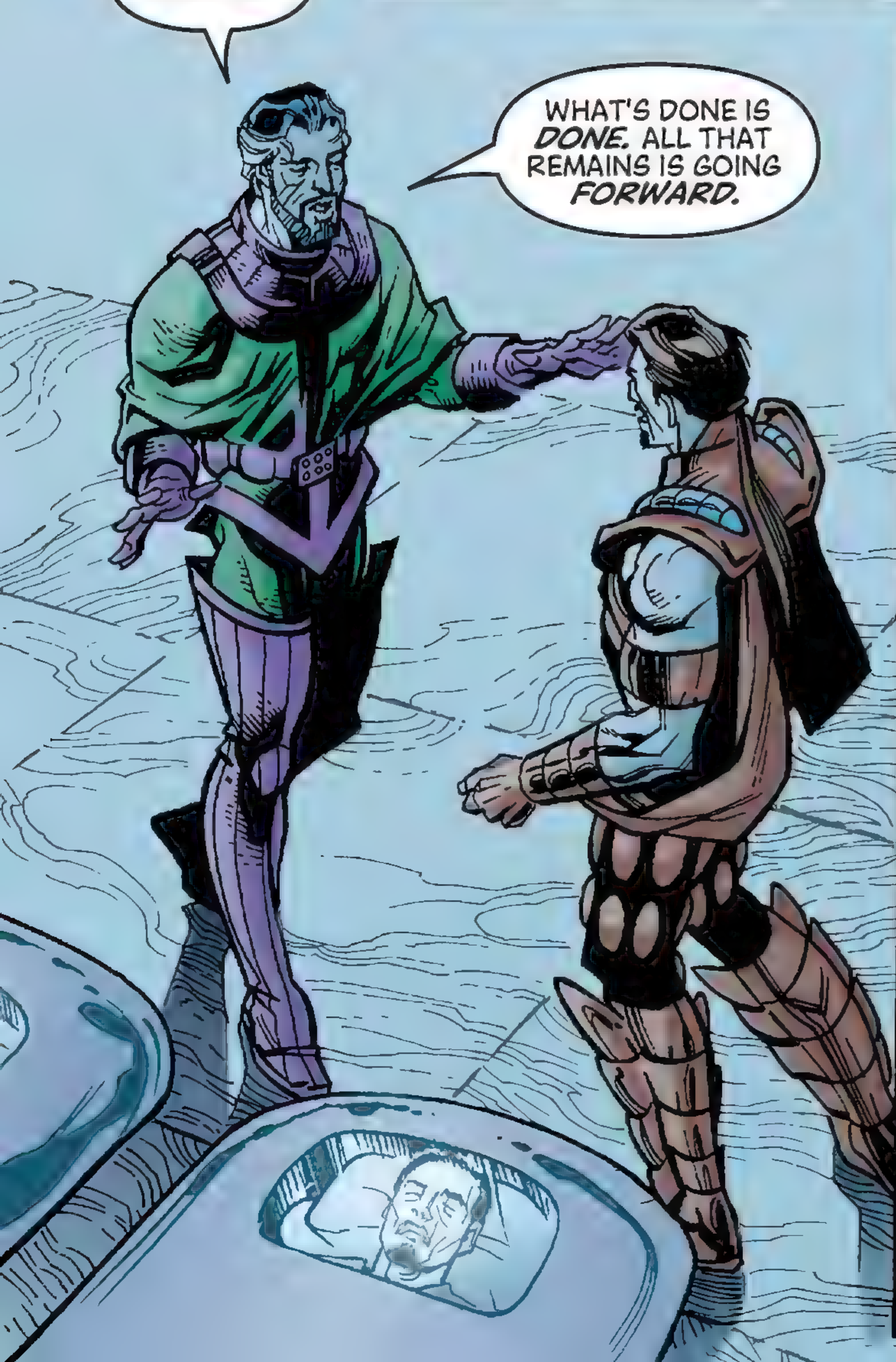
YOU BECAME INFATUATED WITH
THE AVENGER *WARBIRD*, AND SOUGHT
TO HELP HER, TO *PROVE* YOURSELF
TO HER. YOU SAVED HER *LIFE* --
-- HELPED HER INFILTRATE THE
SO-CALLED MASTER'S BASE *UNSEEN*.
AND YOU THOUGHT IT WAS *NOTHING*.
IT WAS THE KEY, HOWEVER --
-- THE *ONE PIECE* THAT
GAVE THE AVENGERS THEIR
ULTIMATE *VICTORY*.

AND
STILL, I WOULD
HAVE FORGIVEN
YOU --
-- IF YOU HAD *COME*
TO ME. *ADMITTED* TO YOUR
ACTIONS. I *GAVE* YOU
CHANCES.
BUT YOU
LIED.



F-FATHER --
I DIDN'T *MEAN*
TO --
-- IT
WAS AN *ERROR*,
THAT'S ALL -- !

MARCUS,
MARCUS.



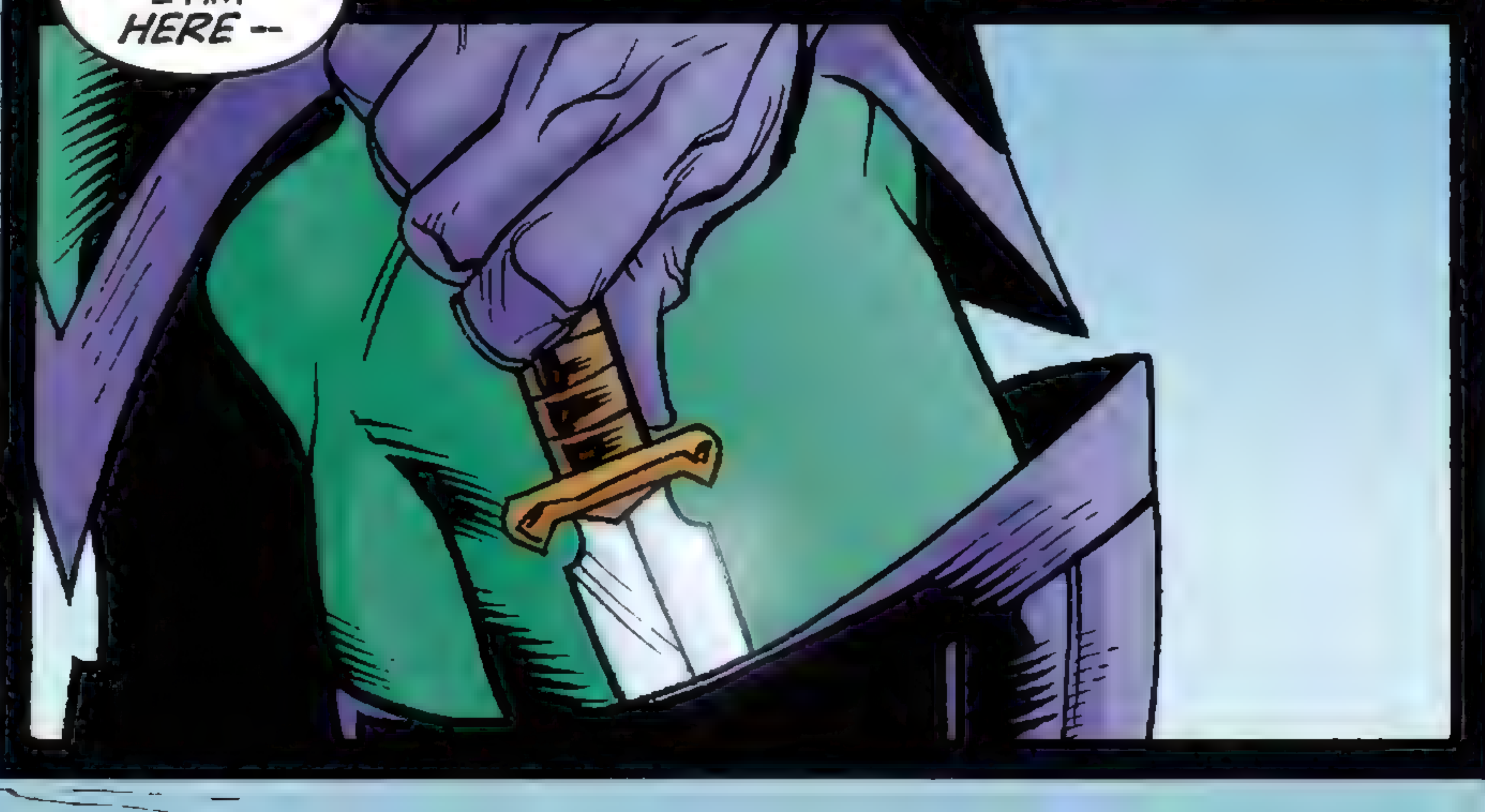
WHAT'S DONE IS
DONE. ALL THAT
REMAINS IS GOING
FORWARD.

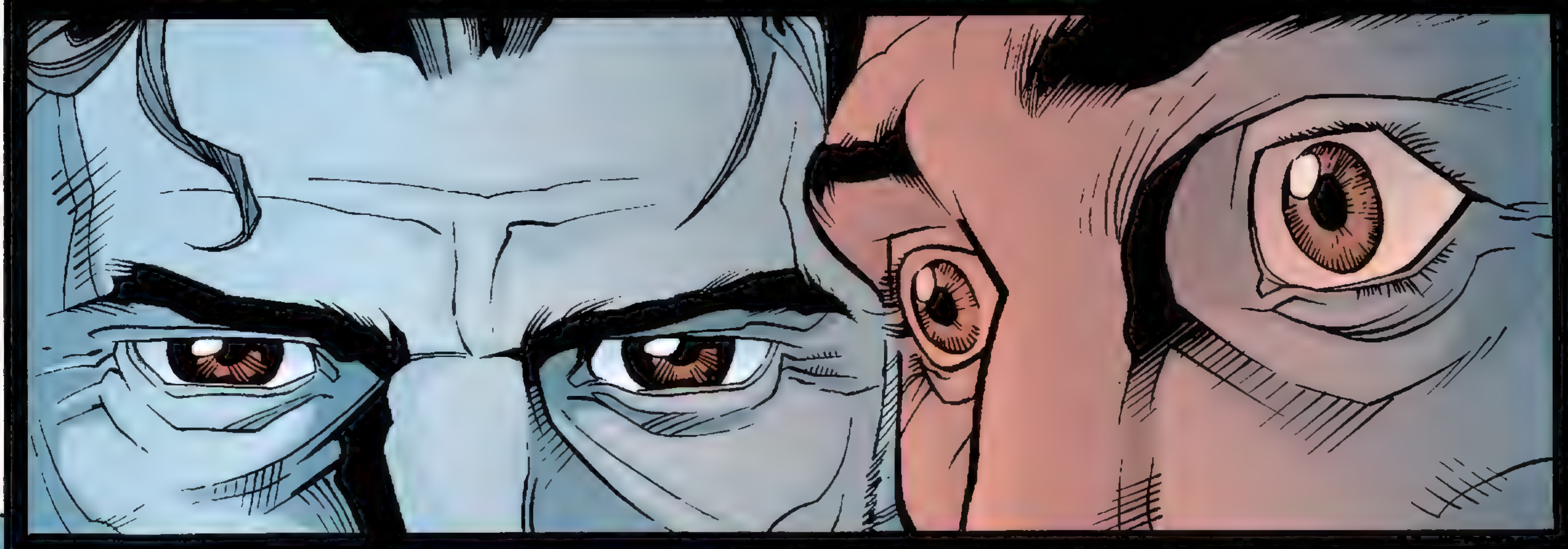


I WAS CONTENT TO *DIE*. TO
LET *YOU* GO ON, BECOME
YOUR OWN MAN, YOUR
OWN RULER, YOUR OWN
LEGEND.

IT WOULDN'T HAVE
MATTERED, THEN. *MANY*
A GREAT MAN BEGAN
BY BETRAYING HIS
FATHER.

BUT
NOW -- NOW
I AM
HERE --



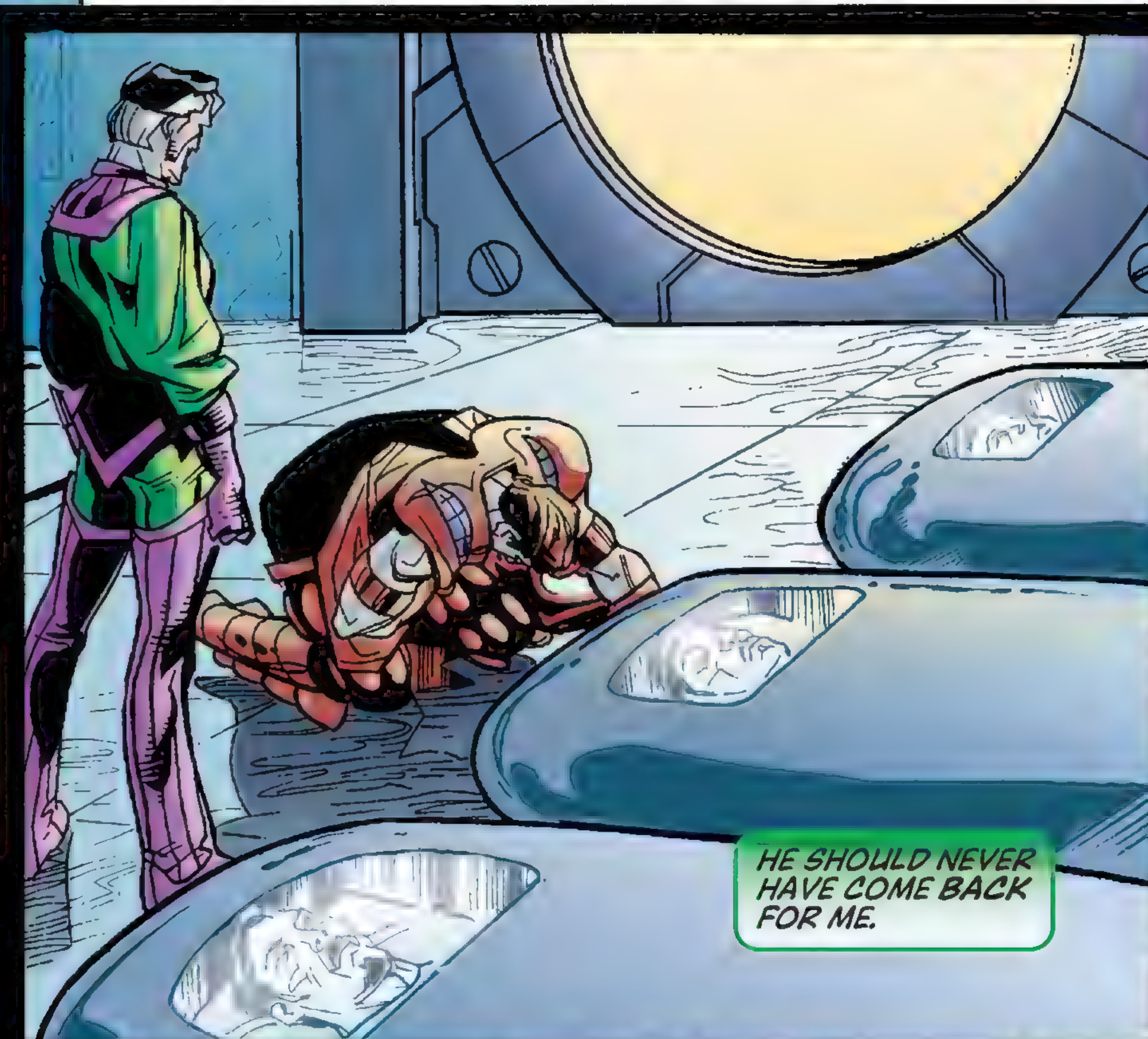


-- AND KANG THE CONQUEROR
CANNOT TOLERATE A **TRAITOR**
IN HIS CAMP.

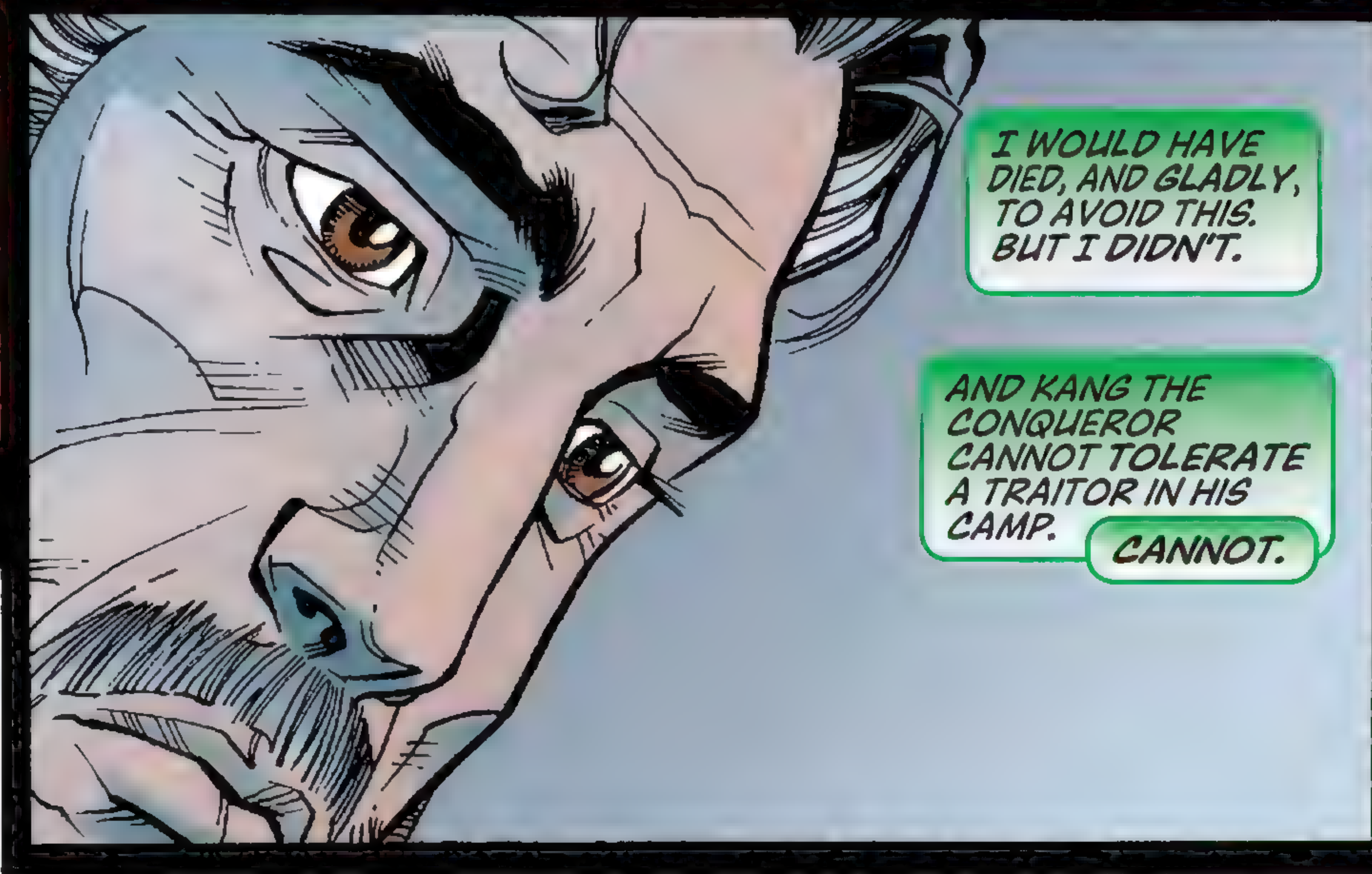
NOT IF
HE IS TO
GO ON.

F--

F--



HE SHOULD NEVER
HAVE COME BACK
FOR ME.



I WOULD HAVE
DIED, AND GLADLY,
TO AVOID THIS.
BUT I DIDN'T.

AND KANG THE
CONQUEROR
CANNOT TOLERATE
A TRAITOR IN HIS
CAMP. **CANNOT.**

I -- I
CANNOT.

YOU WERE
THE **BEST** OF
THEM, MY
SON...

LIFE-FUNCTIONS OF
MARCUS XXIII HAVE
TERMINATED.





SHALL I INITIATE
MARCUS XXIV?

WHAT'S DONE IS DONE.
ALL THAT REMAINS --

WHAT'S DONE IS DONE.
ALL THAT REMAINS IS
GOING FORWARD.



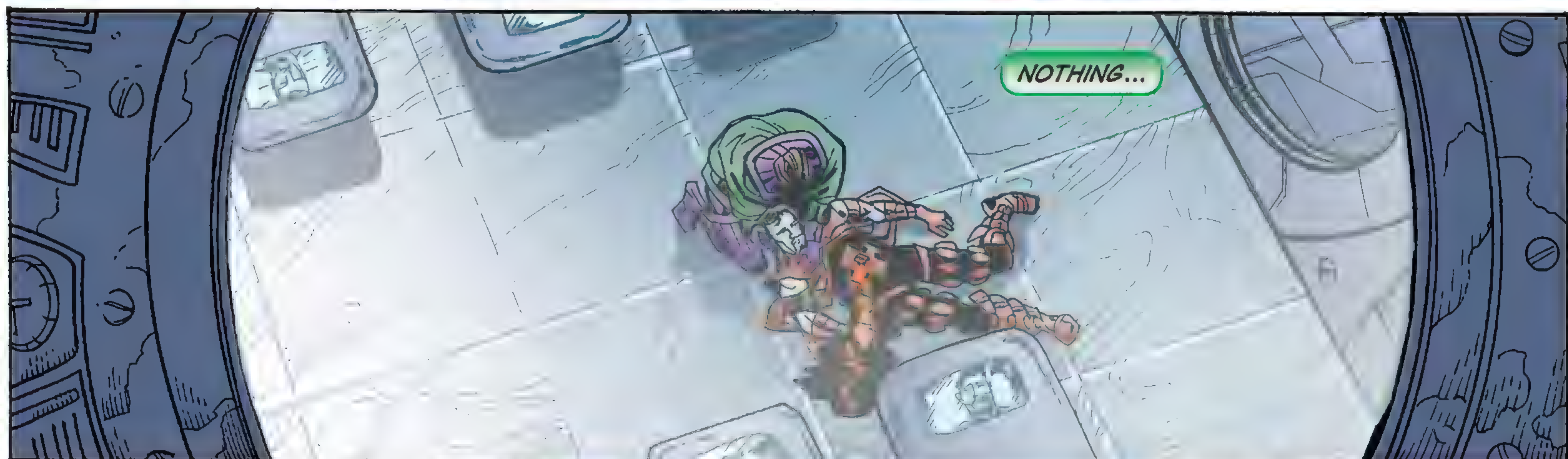
GOING FORWARD.

NO, NOT
YET.

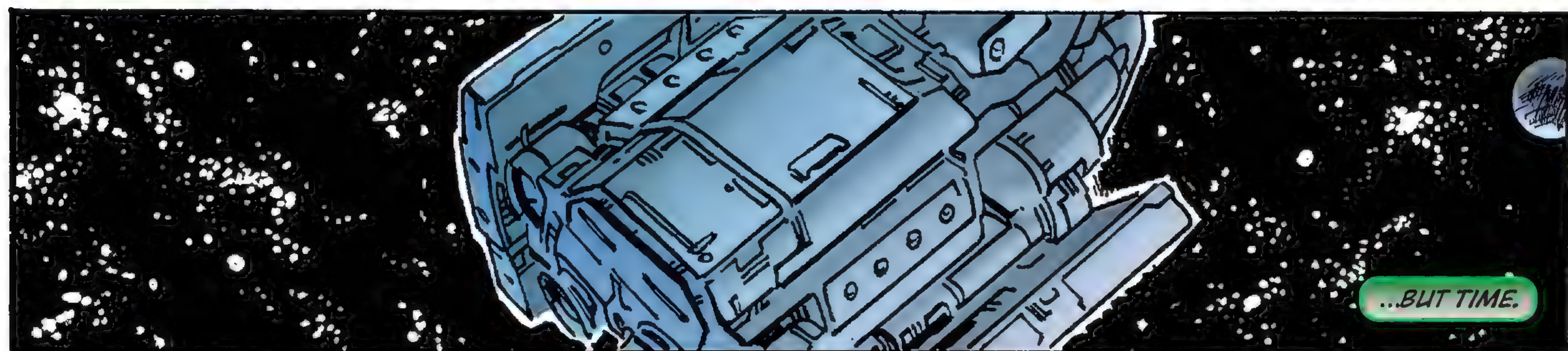
NOT...
YET.

I AM KANG. I HAD VICTORY, A GLORIOUS END TO MY
LEGEND. A SON AND HEIR WHOSE NAME WOULD RING
ACROSS THE COSMOS.

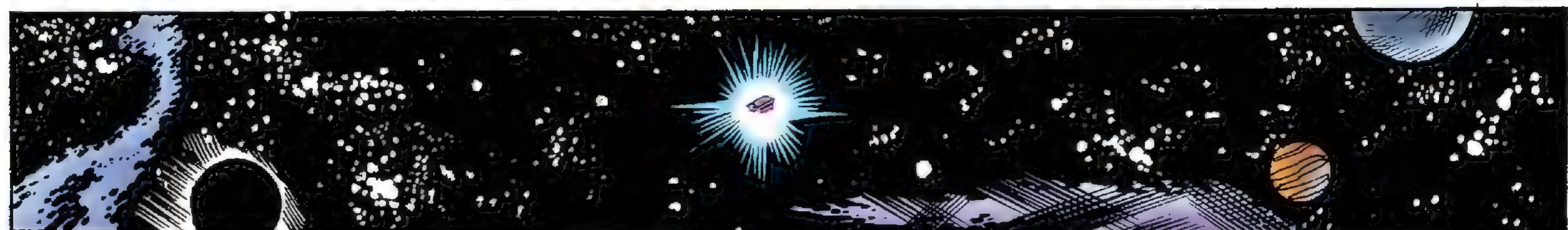
NOW I HAVE NOTHING.



NOTHING...

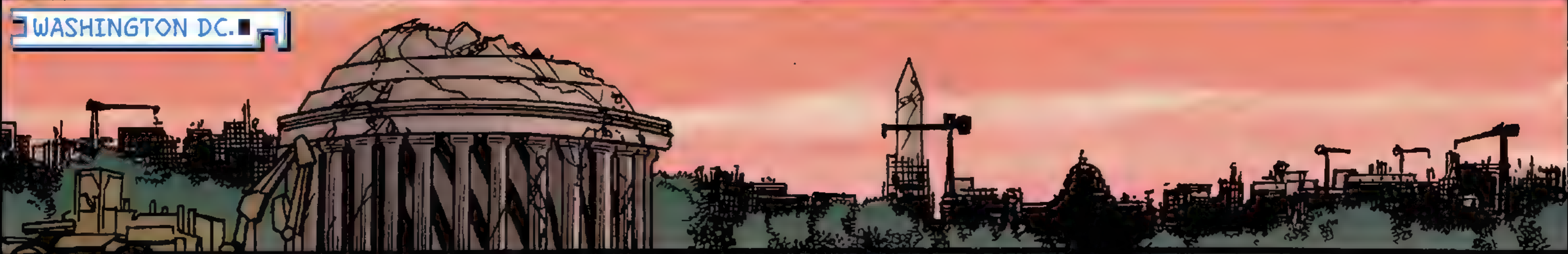


...BUT TIME.



KURT BUSIEK WRITER KIERON DWYER AND RICK REMENDER A PLEASURE TO WORK WITH
COLORS: TOM SMITH LETTERS: RICHARD STARKINGS & COMICRAFT ASSISTANT EDITOR: MARC SUMERAK
TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT

WASHINGTON DC.

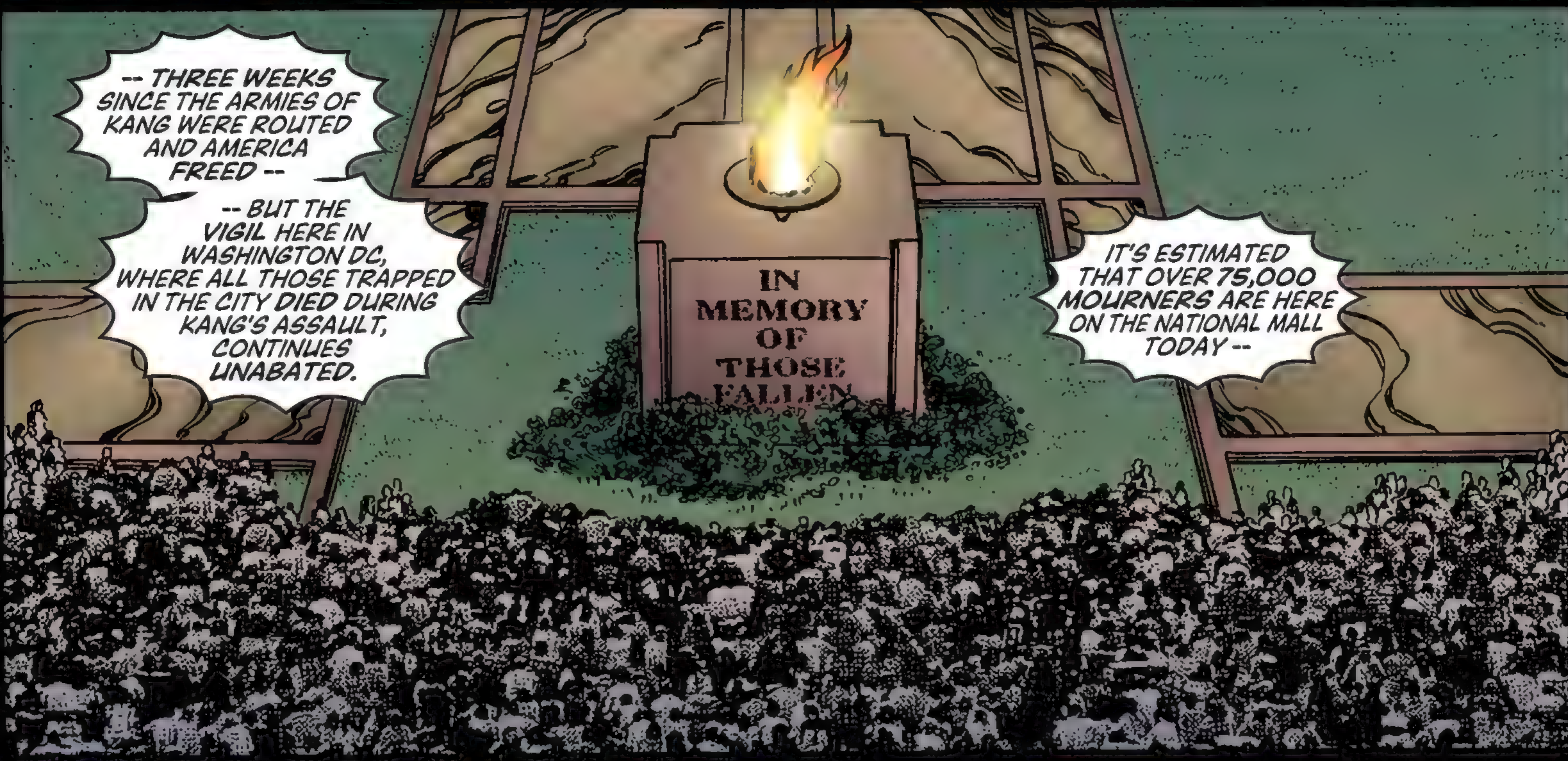


-- THREE WEEKS
SINCE THE ARMIES OF
KANG WERE ROUTED
AND AMERICA
FREED --

-- BUT THE
VIGIL HERE IN
WASHINGTON DC,
WHERE ALL THOSE TRAPPED
IN THE CITY DIED DURING
KANG'S ASSAULT,
CONTINUES
UNABATED.

IN
MEMORY
OF
THOSE
FALLEN

IT'S ESTIMATED
THAT OVER 75,000
MOURNERS ARE HERE
ON THE NATIONAL MALL
TODAY --



-- HERE TO EXPRESS
THEIR GRIEF AND SORROW AT
THE ALMOST-UNIMAGINABLE
LOSS THE NATION HAS
SUFFERED --

-- TO EXPRESS THANKS
TO THE AVENGERS, FOR
THEIR ACTIONS IN FREEING THE
WORLD FROM THE DOMINATION
OF A MADMAN --



-- AND TO SAY
GOODBYE TO THOSE
WHO DIED -- TO
RELATIVES, FRIENDS,
COLLEAGUES --

-- A FINAL
GOODBYE TO THOSE
WHOSE VOICES HAVE
BEEN FOREVER
SILENCED.



NEW YORK CITY.
AVENGERS MANSION



STEP
FORWARD,
CAROL SUSAN JANE
DANVERS, A.K.A.
WARBIRD.

STAN
LEE
PRESENTS:

THE LAST FAREWELL

WRITER:
KURT BUSIEK
PENCILER:
PATRICK ZIRCHER
INKER:
SCOTT KOBLISH
COLORS:
TOM SMITH
LETTERS:
RICHARD STARKINGS &
COMICRAFT'S ALBERT
ASSISTANT EDITORS:
MARC SUMERAK &
ANDY SCHMIDT
EDITOR:
TOM BREVOORT
EDITOR IN CHIEF:
JOE QUESADA
PRESIDENT:
BILL JEMAS



-- THAT THIS COURT-MARTIAL REGARDING THE DEATH OF THE SO-CALLED "MASTER OF THE WORLD" HAS BEEN REQUESTED BY WARBIIRD HERSELF --

-- IN ACCORDANCE WITH HER RIGHTS AS AN AVENGER.

WE HAVE HEARD TESTIMONY FROM THE OTHER AVENGERS PRESENT AT THE TIME -- HEARD IT PRIVATELY, ALSO AS REQUESTED BY WARBIIRD.



PLEASE, TAKE A SEAT --

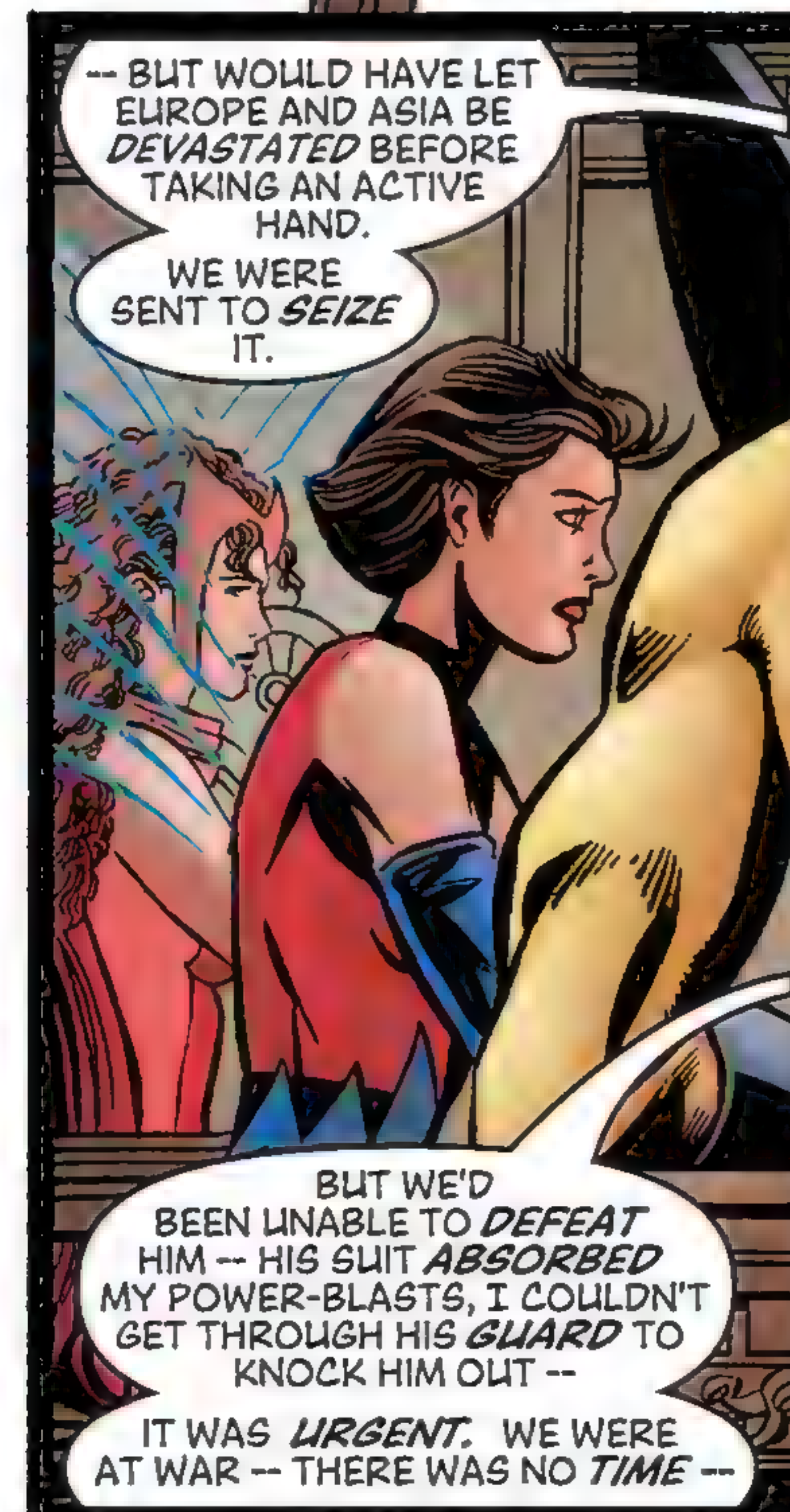
-- AND GIVE US YOUR ACCOUNT OF THE EVENTS UNDER INVESTIGATION.



THANK YOU, CAPTAIN AMERICA, I'M --

-- I'M NOT SURE WHERE TO -- HOW TO --

WE HAD BEEN SENT TO SECURE THE MASTER'S BASE -- HE HAD DEFENSE TECHNOLOGY CAPABLE OF RESISTING KANG --

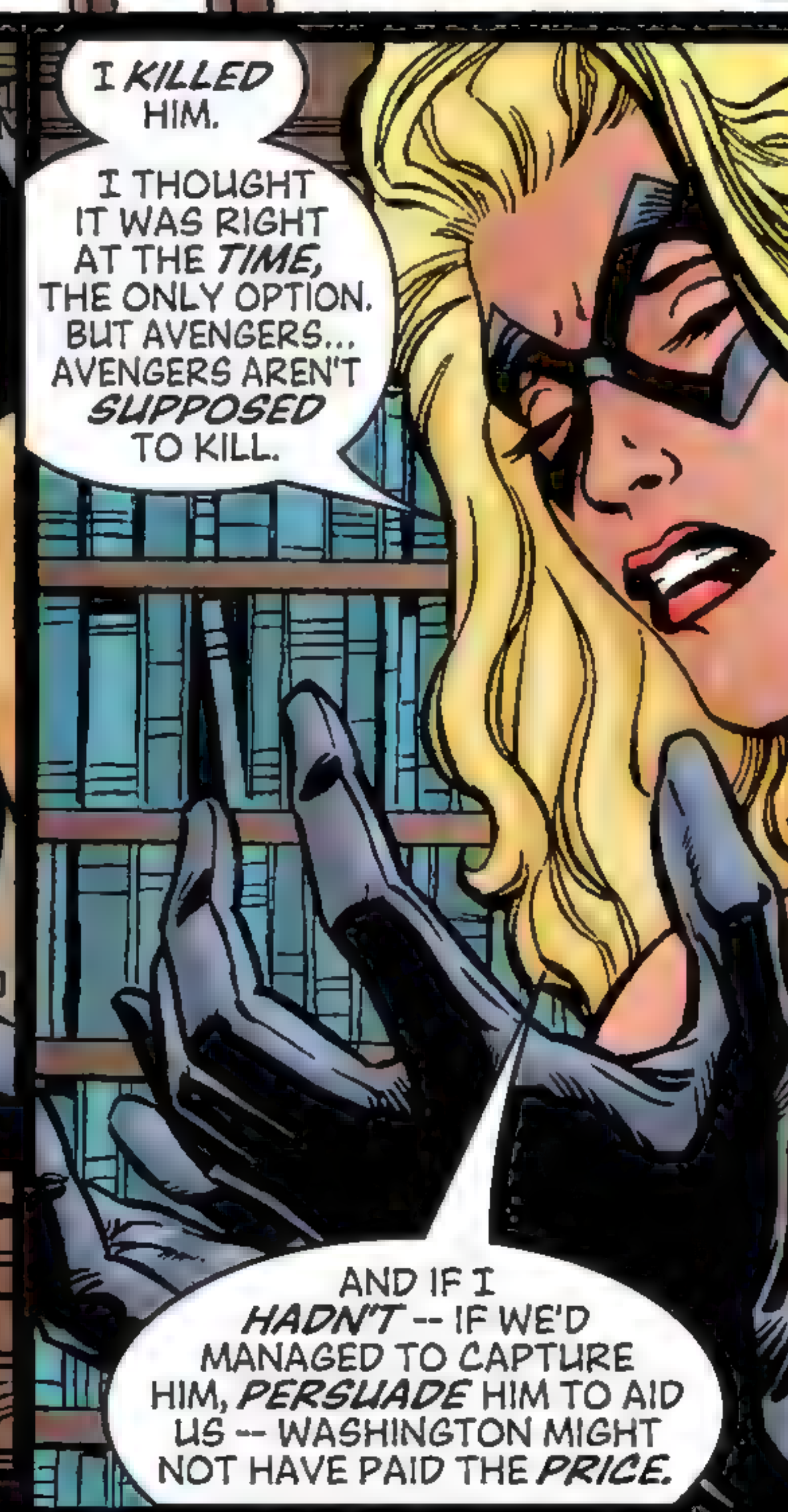


-- BUT WOULD HAVE LET EUROPE AND ASIA BE DEVASTATED BEFORE TAKING AN ACTIVE HAND.

WE WERE SENT TO SEIZE IT.

BUT WE'D BEEN UNABLE TO DEFEAT HIM -- HIS SUIT ABSORBED MY POWER-BLASTS, I COULDN'T GET THROUGH HIS GUARD TO KNOCK HIM OUT --

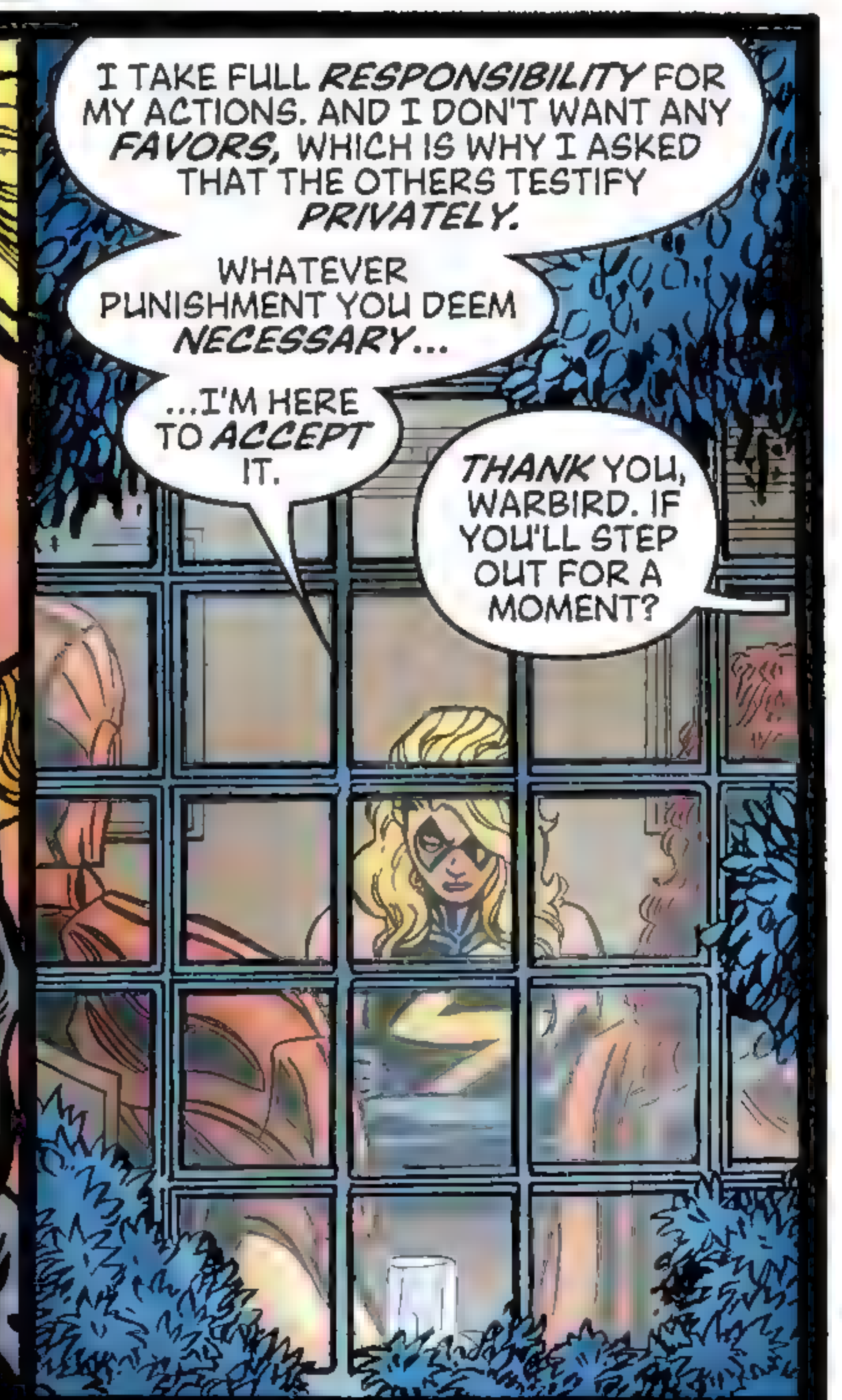
IT WAS URGENT. WE WERE AT WAR -- THERE WAS NO TIME --



I KILLED HIM.

I THOUGHT IT WAS RIGHT AT THE TIME, THE ONLY OPTION. BUT AVENGERS... AVENGERS AREN'T SUPPOSED TO KILL.

AND IF I HADN'T -- IF WE'D MANAGED TO CAPTURE HIM, PERSUADE HIM TO AID US -- WASHINGTON MIGHT NOT HAVE PAID THE PRICE.

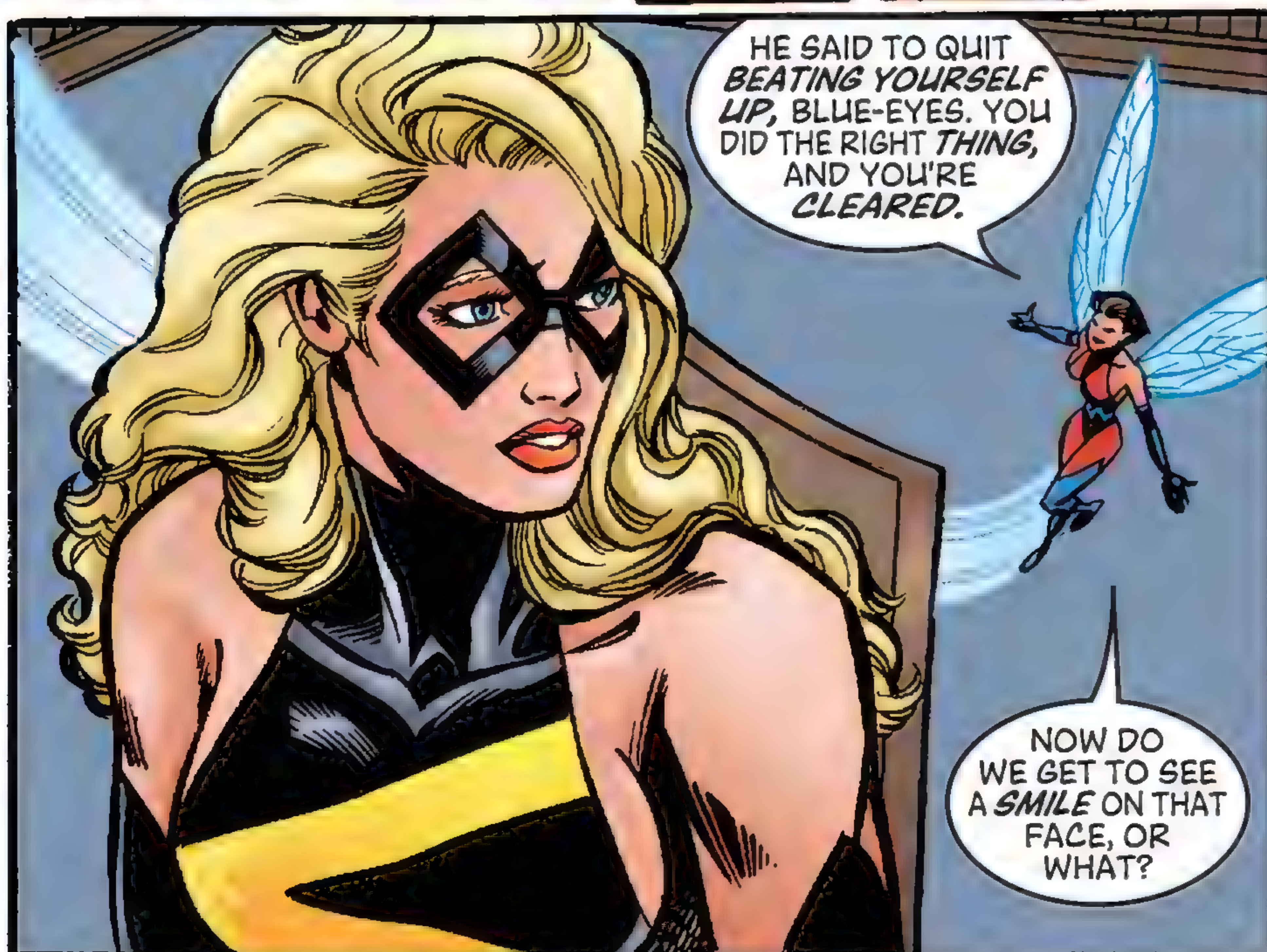
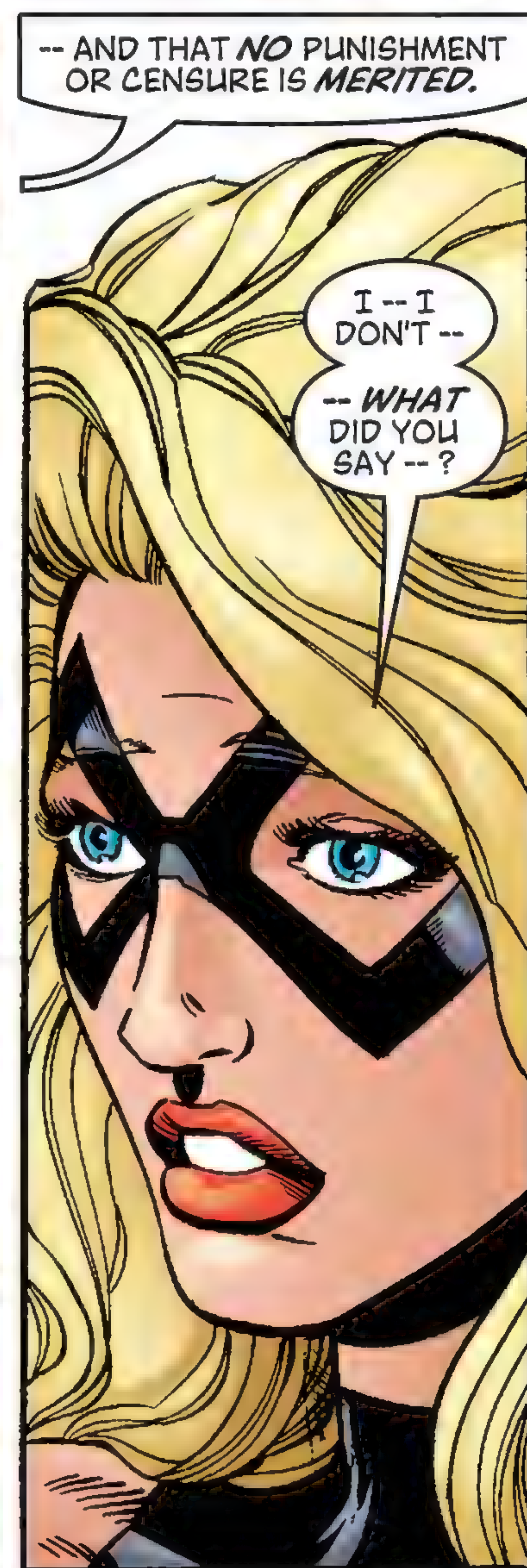
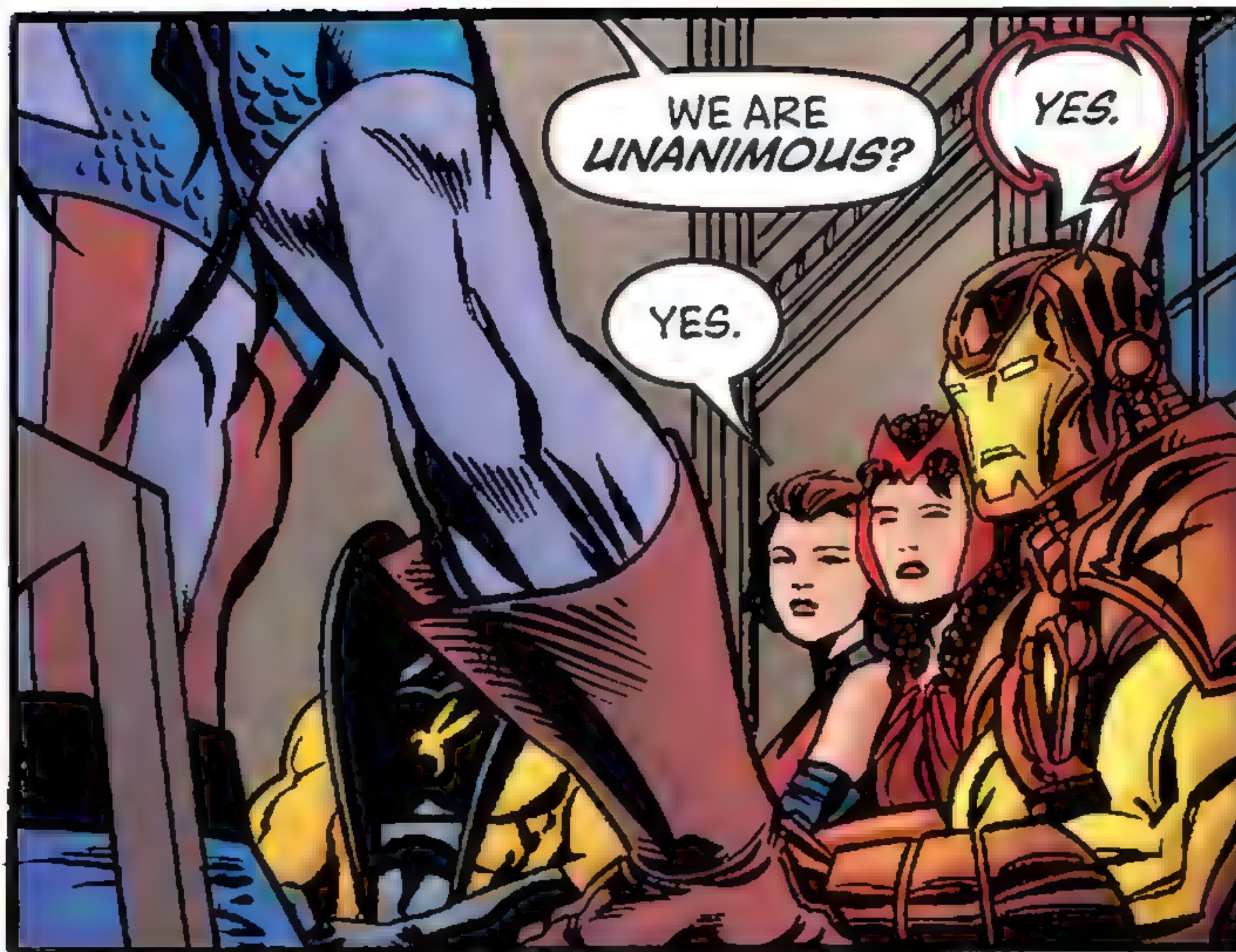


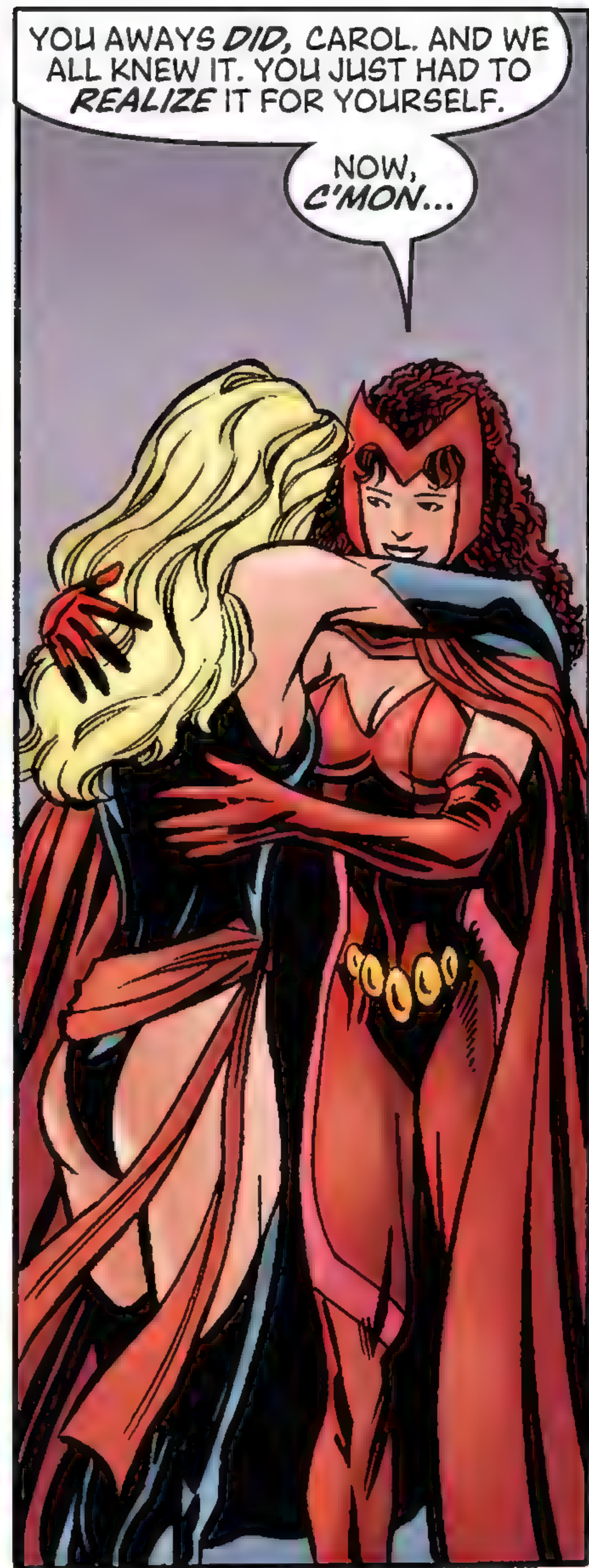
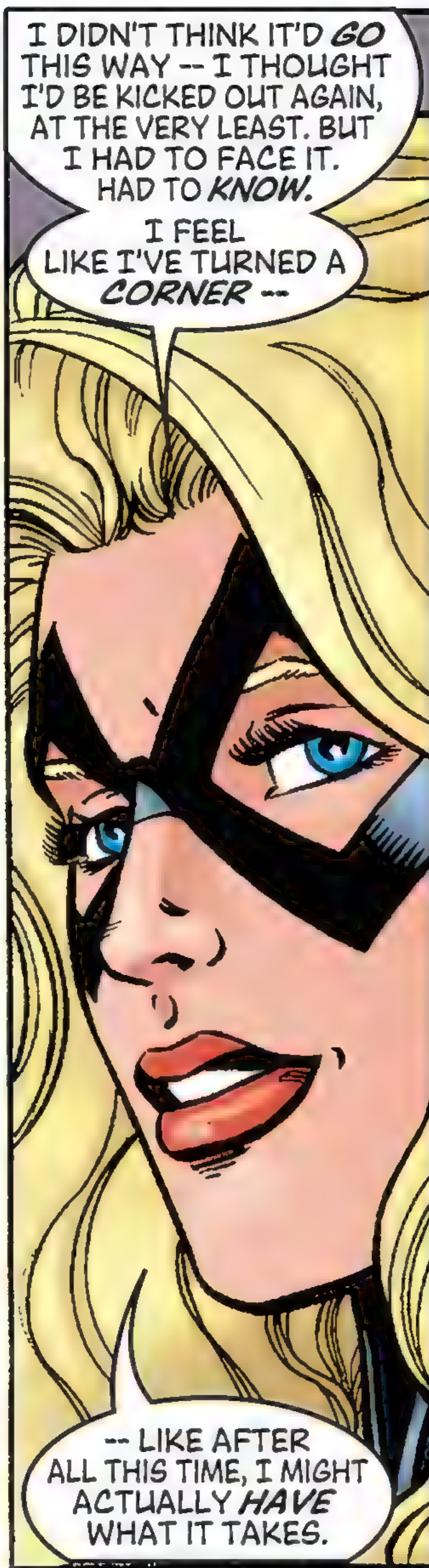
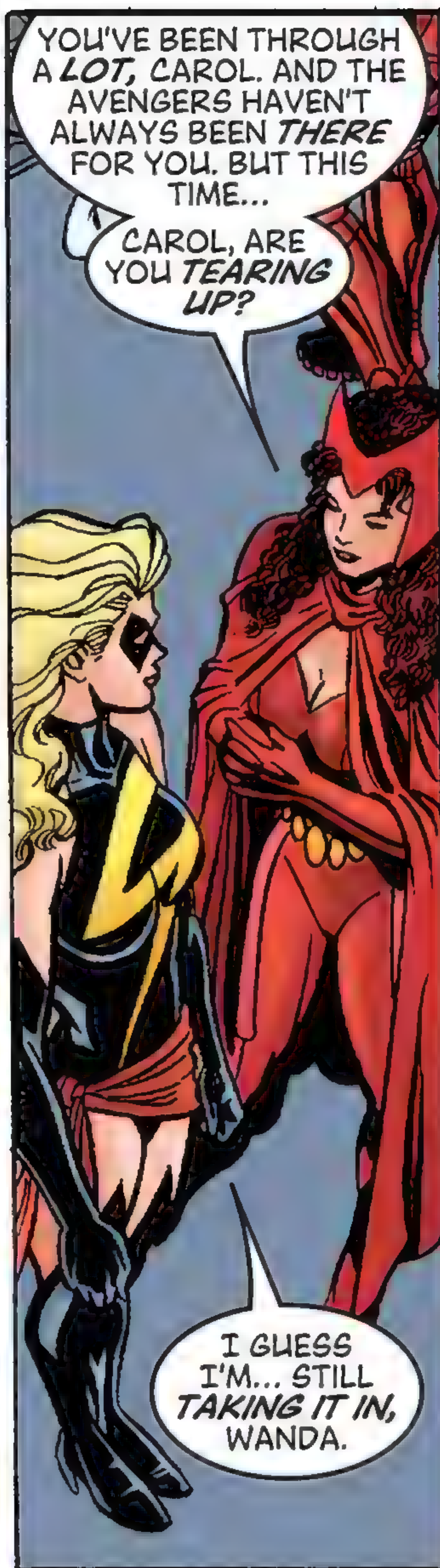
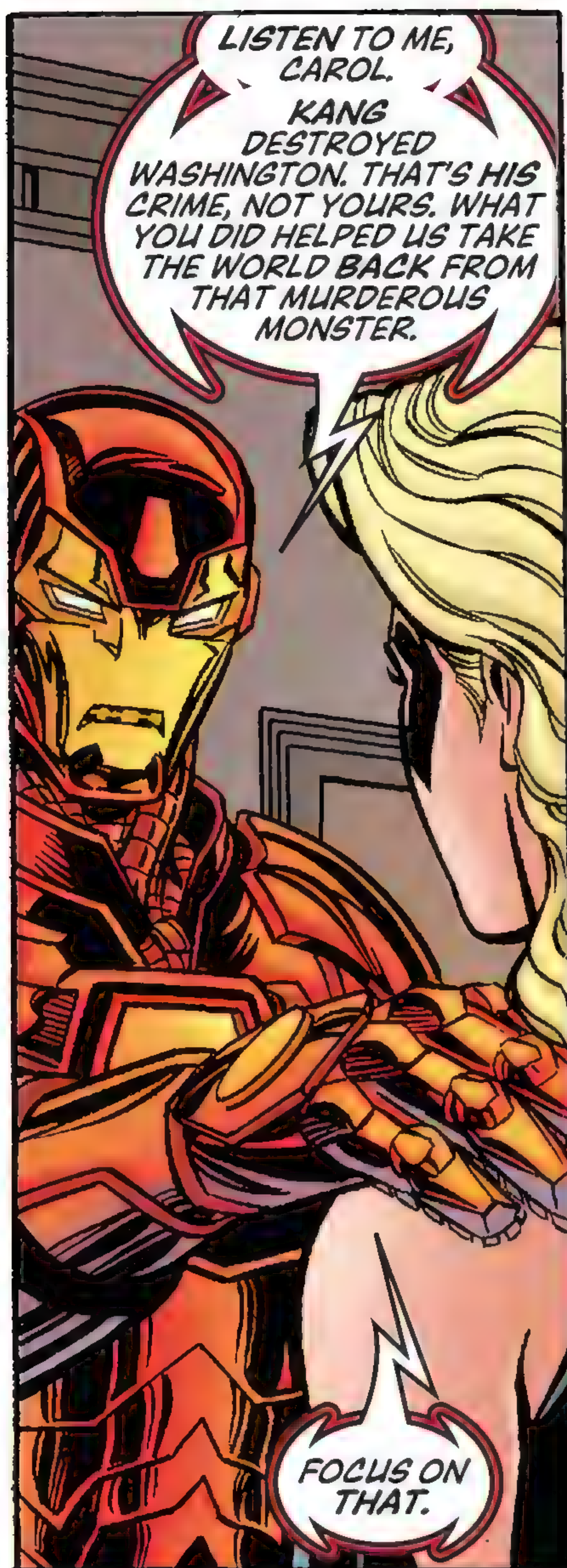
I TAKE FULL RESPONSIBILITY FOR MY ACTIONS, AND I DON'T WANT ANY FAVORS, WHICH IS WHY I ASKED THAT THE OTHERS TESTIFY PRIVATELY.

WHATEVER PUNISHMENT YOU DEEM NECESSARY...

...I'M HERE TO ACCEPT IT.

THANK YOU, WARBIIRD. IF YOU'LL STEP OUT FOR A MOMENT?







— AS OLD FRIENDS AND BATTLE-COMRADES LET OFF STEAM —

AYE, MILADY SHE-HULK, I BE FULLY RECOVERED FROM THE FIELDS OF FRANCE. WOULDST THOU TEST ME?

— SURE, JACK OF HEARTS, BEING AN AVENGER CAN BE INTIMIDATING AT FIRST, BUT TAKE IT FROM AN OLD HAND, YOU'LL GET USED TO IT IN NO TIME...

VANCE -- !



THANK YOU, MS. PHOTON. AND I'D BE GRATEFUL IF YOU'D SPREAD THE WORD, ASKING THE OTHERS TO REMAIN HERE IN THE MANSION A BIT LONGER.

OF COURSE, JARVIS.



AND HAS THERE BEEN ANY SIGN OF THOR, WASP? ANY AT ALL?

NOT SINCE KANG'S DEFEAT, FIREBIRD. AND I DON'T UNDERSTAND IT.

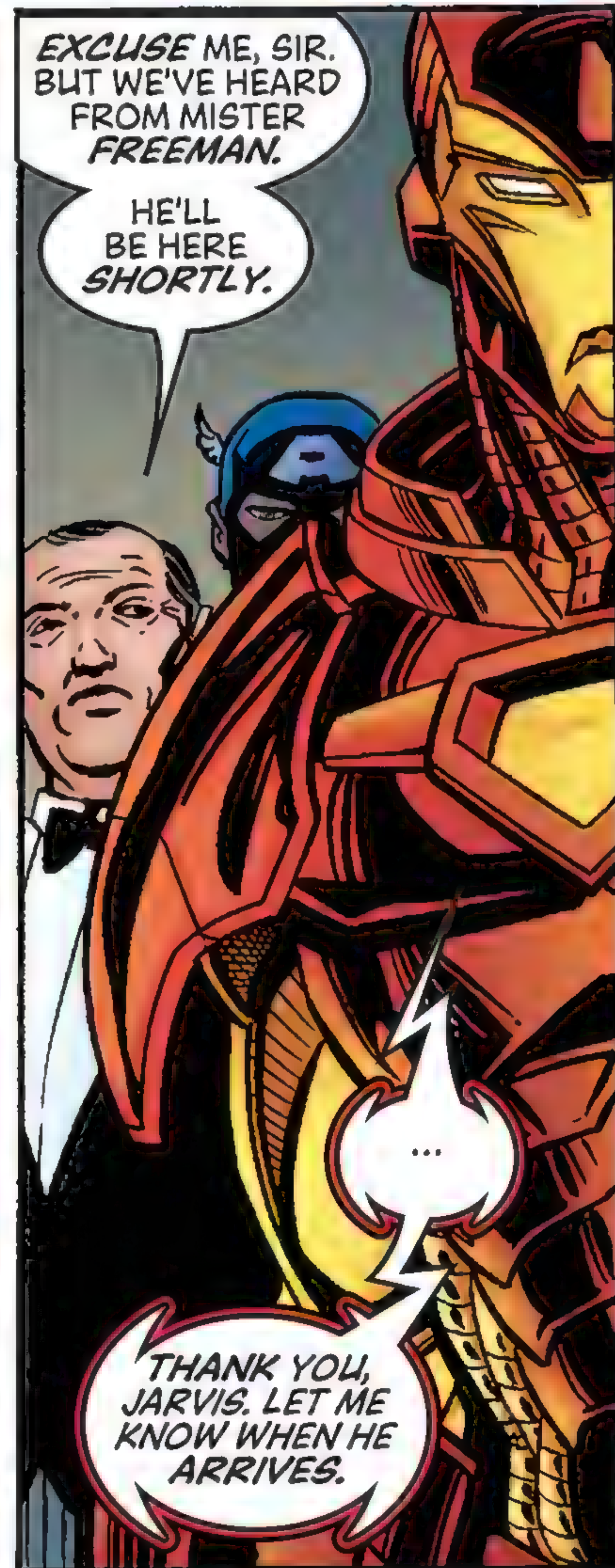
IT'S AS IF HE JUST UP AND... VANISHED!



-- SPOKEN WITH HUNDREDS OF THE MOURNERS HERE TODAY. THEY COME FROM AS CLOSE BY AS VIRGINIA AND MARYLAND --

-- AND FROM AS FAR AWAY AS CALIFORNIA, HAWAII, EVEN THE PHILIPPINES.

BUT WHEREVER THEY COME FROM, THEY ALL SHARE A SINGLE PURPOSE --



EXCUSE ME, SIR. BUT WE'VE HEARD FROM MISTER FREEMAN.

HE'LL BE HERE SHORTLY.

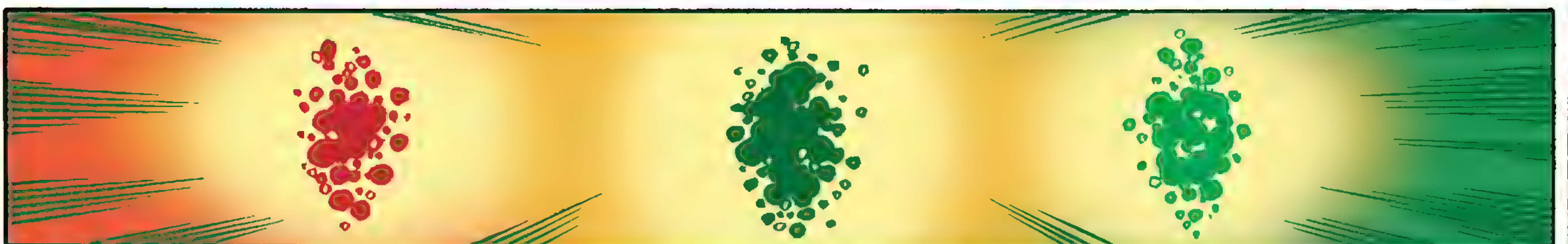
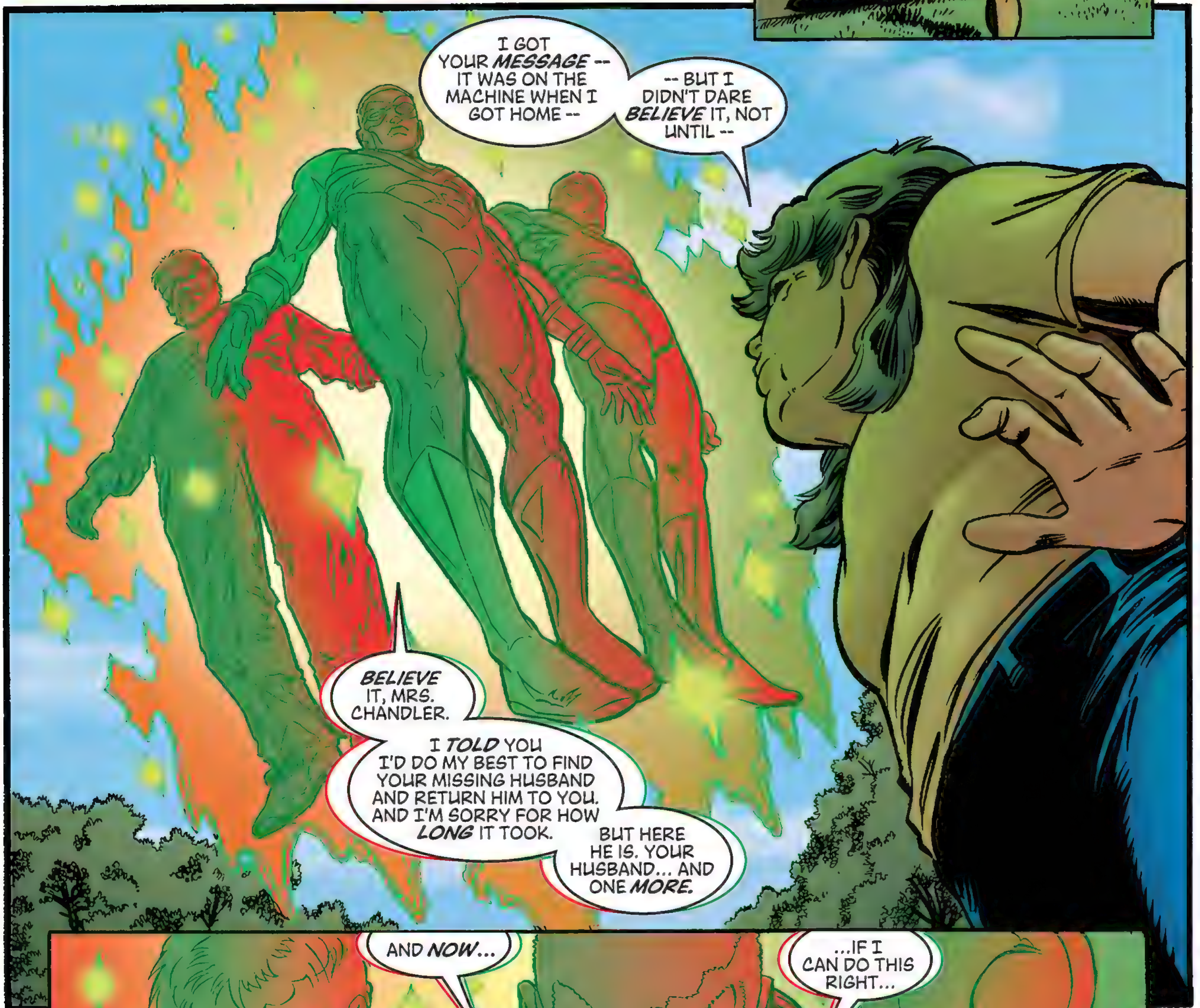
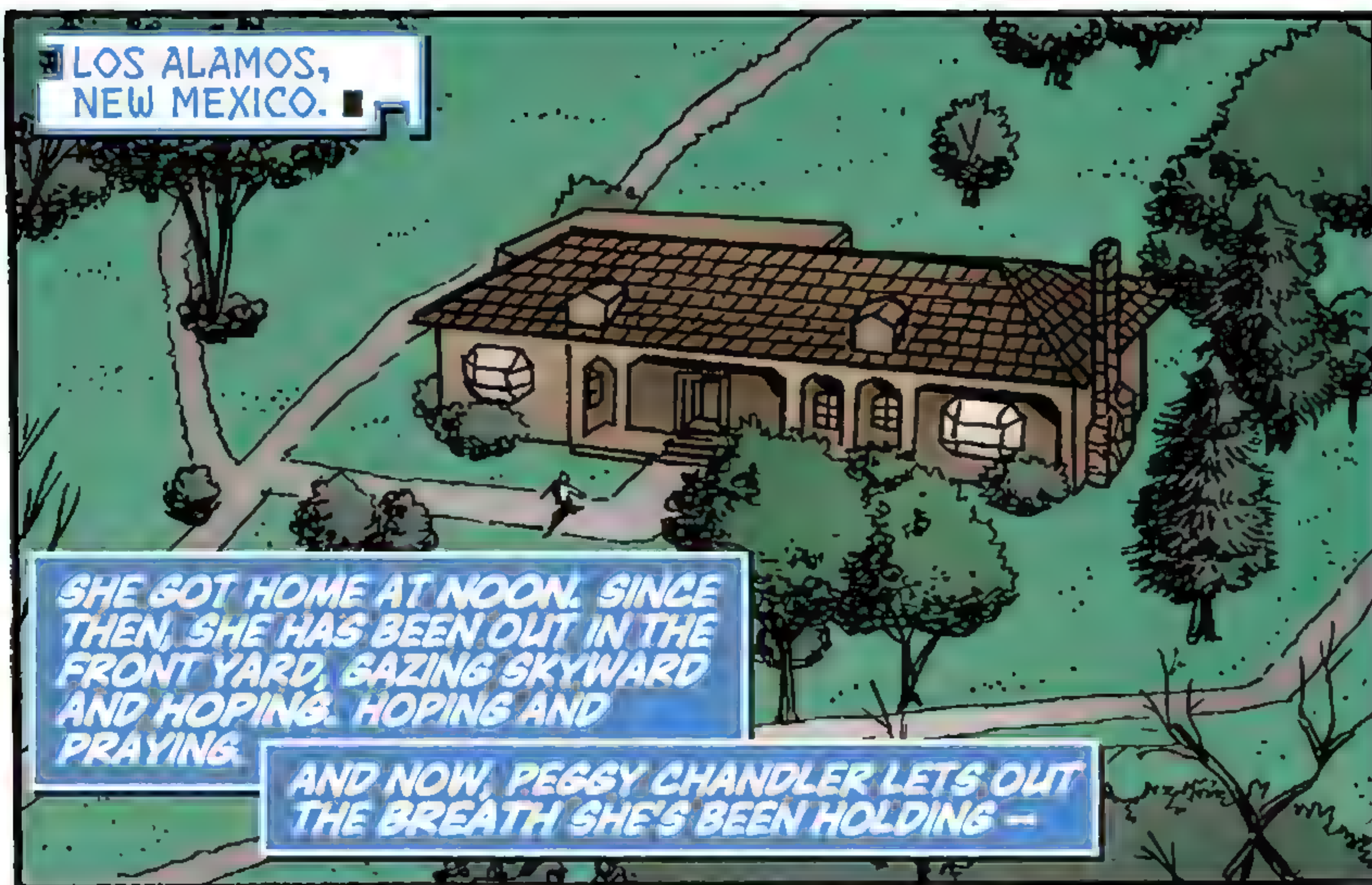
THANK YOU, JARVIS. LET ME KNOW WHEN HE ARRIVES.

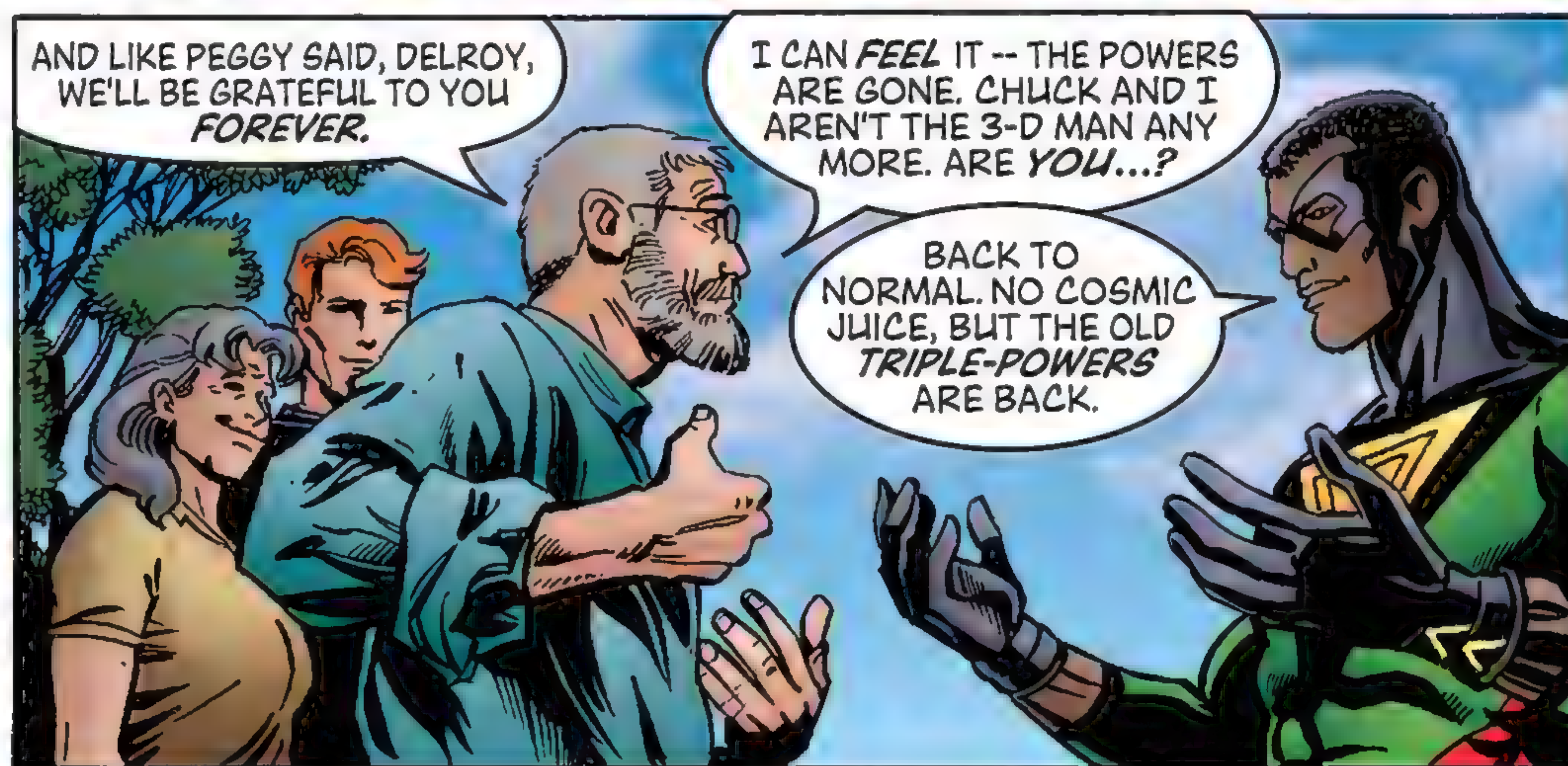
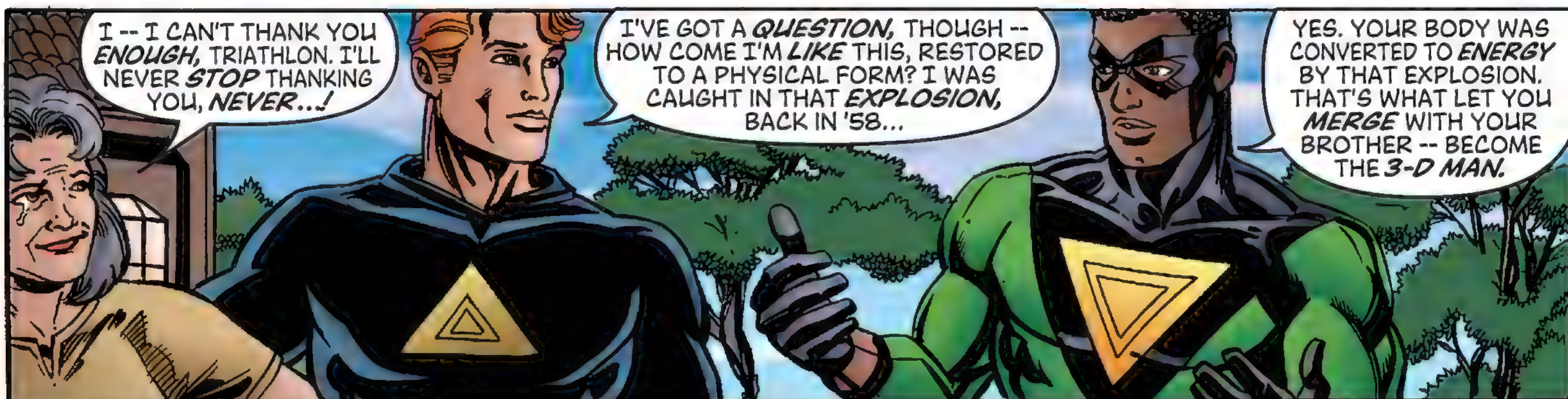
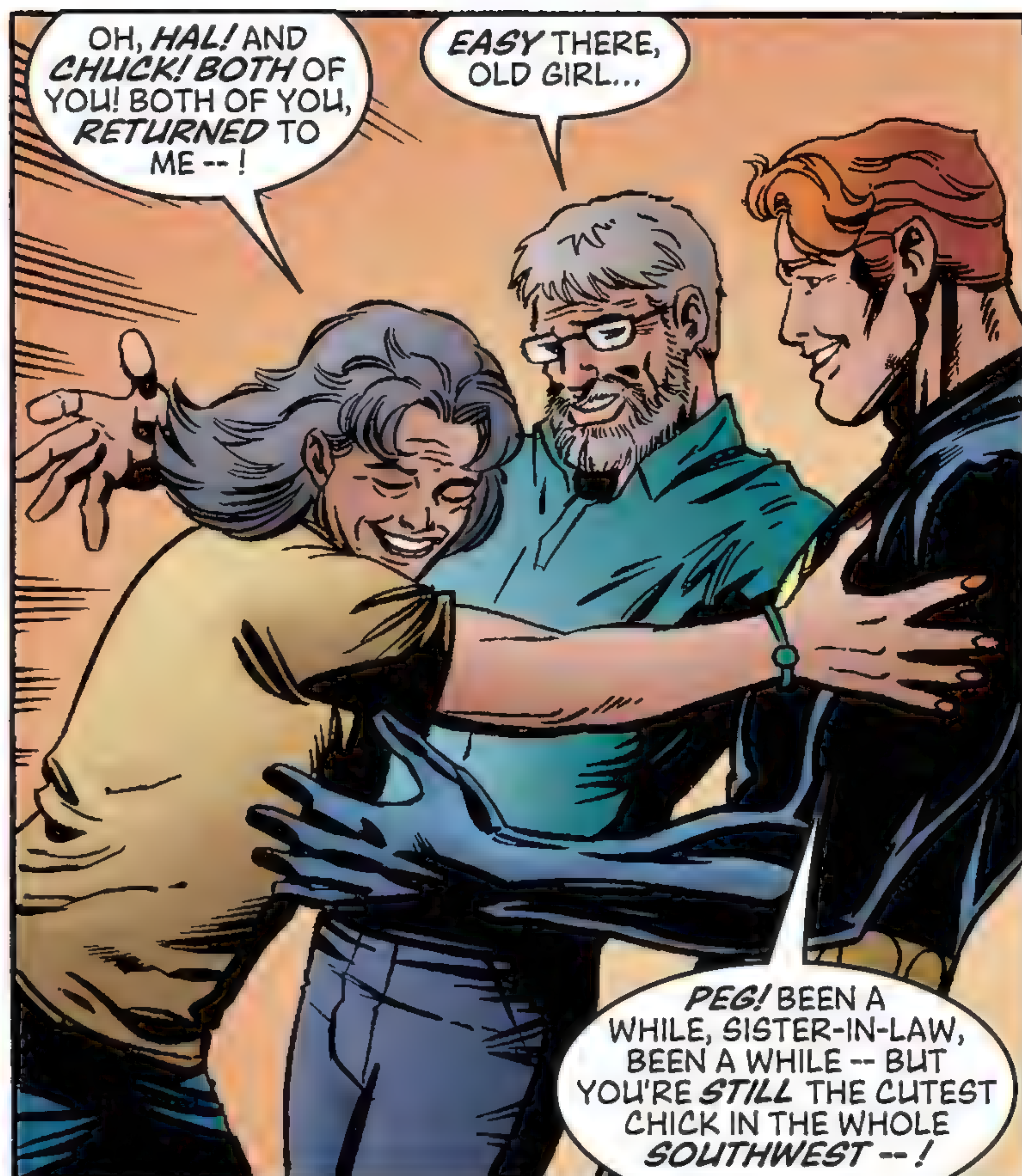


HE'S TAKING THIS PRETTY HARD.

HE AND DUANE... THEY DIDN'T GET ALONG WELL, NOT ONCE THE TRIUNE BUSINESS CAME TO LIGHT.

AND NOW...

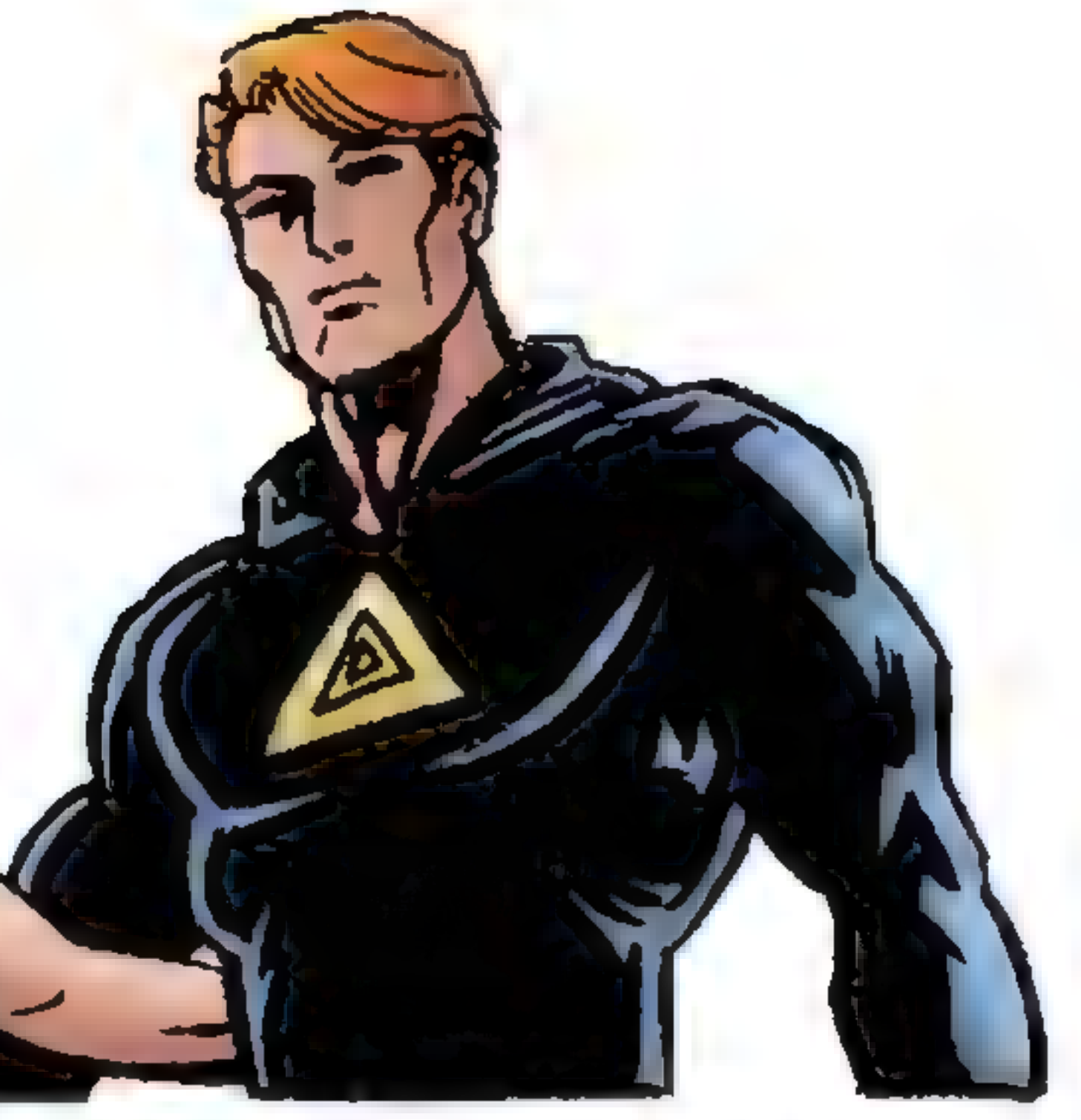
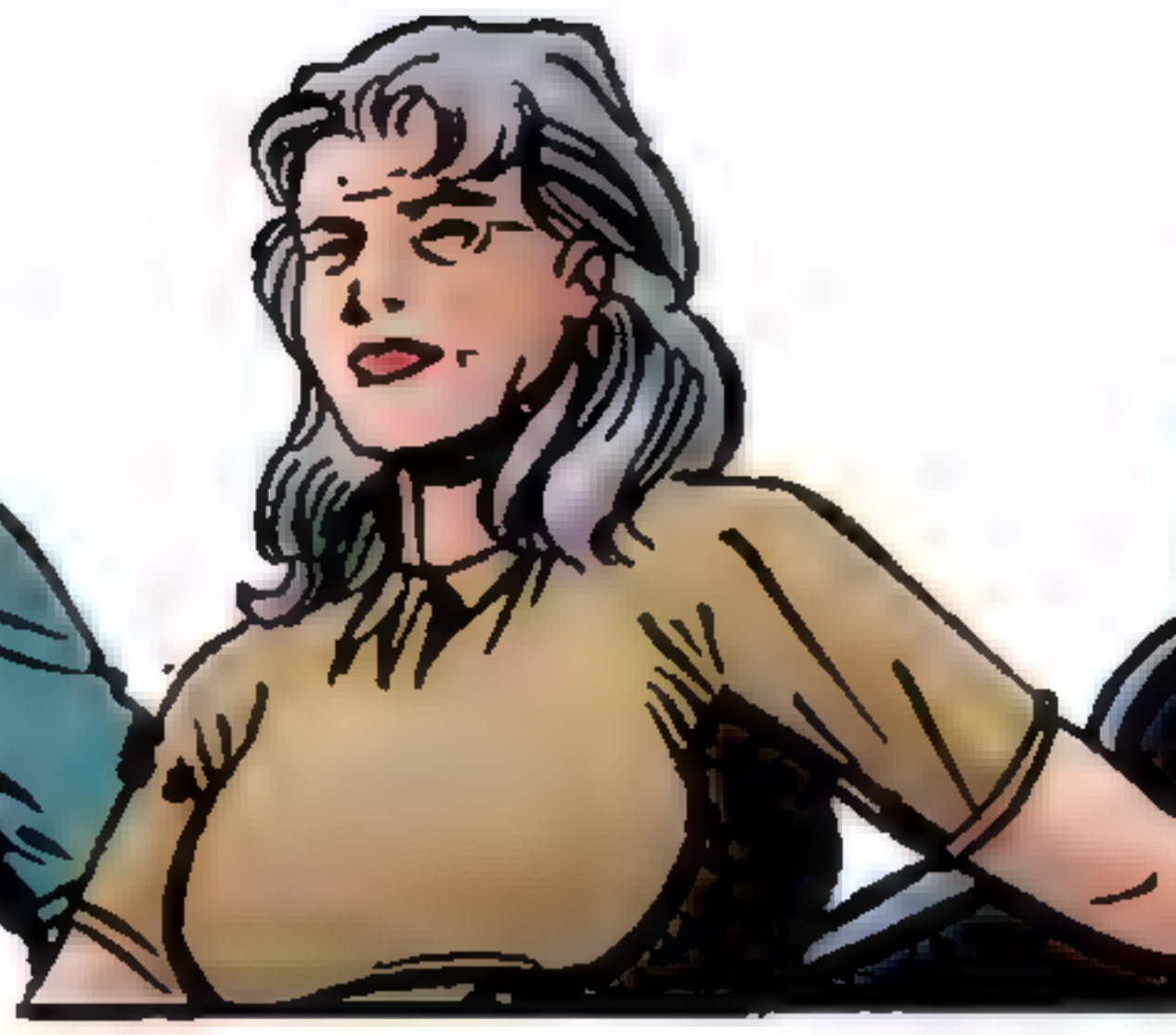




I'LL GO
BACK TO NEW YORK,
TO THE AVENGERS, AT
LEAST FOR A LITTLE
WHILE.
THE WORLD'S
BEEN THROUGH A
BAD TIME --



-- AND I THINK
IT NEEDS ALL THE
HELP IT CAN GET
TO REBUILD.

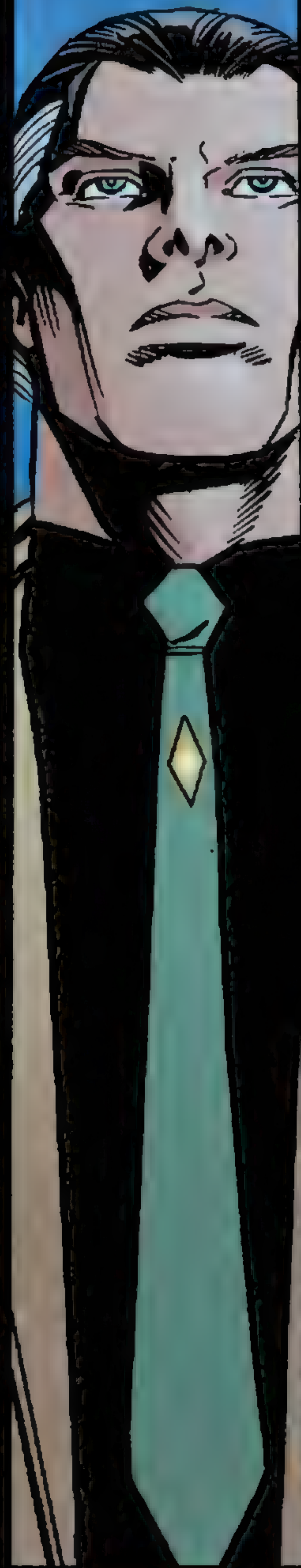


HE STANDS AMONG THEM --
OF THEM, BUT APART
FROM THEM AS WELL --

-- AND LISTENS TO THE
EBB AND FLOW OF THEIR
CHATTER.



THEY HAVE
COME TO
WATCH. TO
FEEL LIKE A
PART OF THE
REBUILDING,
THE REBIRTH.



THE CONSTRUCTION CREWS HAVE
BEEN WORKING 'ROUND THE CLOCK --
NIGHTS AS WELL AS DAYS --

-- WORKING TO REBUILD
THE U.N. BUILDING AS SWIFTLY
AS POSSIBLE --

-- MAKING IT, WHETHER CONSCIOUSLY
OR NOT, A SYMBOL, AN AFFIRMATION
THAT THE WAR IS OVER.

AND EVERY DAY, EVERY NIGHT,
NEW YORK HAS COME OUT
TO SUPPORT THEM.

THEY ARE AN ASTONISHINGLY
RESILIENT RACE, THESE HUMANS.
IF HE LIVES FOR A THOUSAND
YEARS, HE MAY NEVER --



VICTOR?



VICTOR
SHADE?
I HAVEN'T
SEEN YOU SINCE
CHICAGO!

IT IS... PLEASANT TO *SEE*
YOU, DARBY. WHAT BRINGS
YOU TO *NEW YORK*?

WE'VE BEEN *VOLUNTEERING*, DOING WHAT
WE CAN TO MAKE THE REBUILDING GO
FASTER. I'VE BEEN HELPING OUT ON THE
U.N. PROJECT.

...YOU KINDA...
VANISHED ON US
THERE IN
CHICAGO.

IT'S GREAT
TO RUN *INTO* YOU,
THOUGH...

THAT,
MOSTLY.

THE COMPANY I
WORK FOR DOES WHAT WE
CALL "*IMPOSSIBLE ENGINEERING*."
YOU WANT TO GET A COMPLETE
MEDICAL SUITE TO THE
TOP OF EVEREST --
-- OR A WEDDING
PARTY DOWN TO THE
MAIN BALLROOM OF THE
TITANIC, WE'RE WHO YOU CALL.

DARBY?



I APOLOGIZE. I
SHOULD EXPLAIN.
VICTOR
SHADE...

...IS MERELY A HOLOGRAPHIC
EXTERIOR, A HOLLOW SHELL.
I AM IN TRUTH THE VISION,
THE ANDROID MEMBER OF
THE MIGHTY AVENGERS.

WHEN I MET
YOU, I WAS ON A
SURVEILLANCE
MISSION...

...AND WITH THE
AVENGERS ALL OVER
THE NEWS RIGHT AFTER
THAT, I SORTA PUT
TWO AND TWO
TOGETHER.

I APOLOGIZE
AGAIN. I WAS...
UNSETTLED, AND
WAS SPENDING TIME
IN HUMAN FORM,
ATTEMPTING TO
CONNECT WITH
HUMANITY --

-- TO DISCOVER
WHAT IT WOULD
BE LIKE TO BE
HUMAN. IF MY
DECEPTION HARMED
YOU IN ANY WAY --

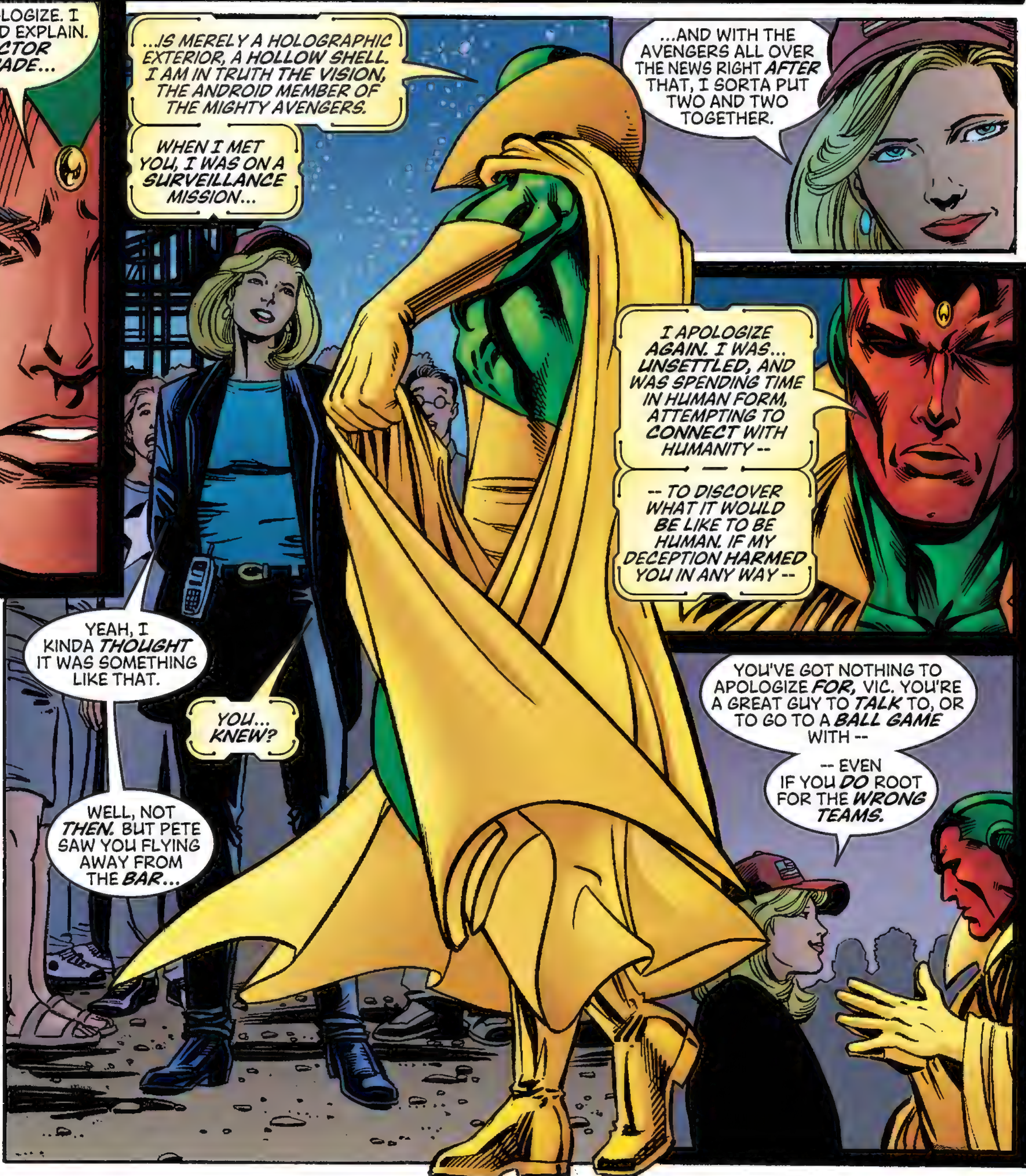
YEAH, I
KINDA *THOUGHT*
IT WAS SOMETHING
LIKE THAT.

YOU...
KNEW?

WELL, NOT
THEN. BUT PETE
SAW YOU FLYING
AWAY FROM
THE *BAR*...

YOU'VE GOT NOTHING TO
APOLOGIZE *FOR*, VIC. YOU'RE
A GREAT GUY TO *TALK* TO, OR
TO GO TO A *BALL GAME*
WITH --

-- EVEN
IF YOU *DO* ROOT
FOR THE *WRONG*
TEAMS.



MAYBE VICTOR'S NOT AS HOLLOW AS YOU THINK. LOOK, IF YOU EVER WANT TO CONNECT WITH YOUR HUMANITY AGAIN... HERE'S MY CARD.

WE COULD MEET FOR DRINKS, CATCH A GAME, WHATEVER.

JUST DON'T BE A STRANGER!

I... THANK YOU.

THIS IS ANOTHER PIECE OF IT, HE REALIZES. ANOTHER THING THAT HUMANITY BRINGS WITH IT.

UNEXPECTED CONNECTIONS TO ONE'S OWN PAST.

AN ODD EXPERIENCE...

...BUT ON THE WHOLE...

...A DECIDEDLY PLEASANT ONE...

-- WAS TRAPPED OUTSIDE THE CITY WHEN THE WEAPON-WALLS WENT UP, IMPRISONING EVERYONE STILL INSIDE.

HIS WIFE AND YOUNG SON, HOWEVER, WERE ON THE OTHER SIDE OF THE WALL, AND WHEN CALAMITY STRUCK --

MAN. MAN, JUST THINK ABOUT IT...

YOU SAID IT, LIVING LIGHTNING..

BUT JUST REMEMBER -- IT COULD HAVE BEEN WORSE. MUCH WORSE.

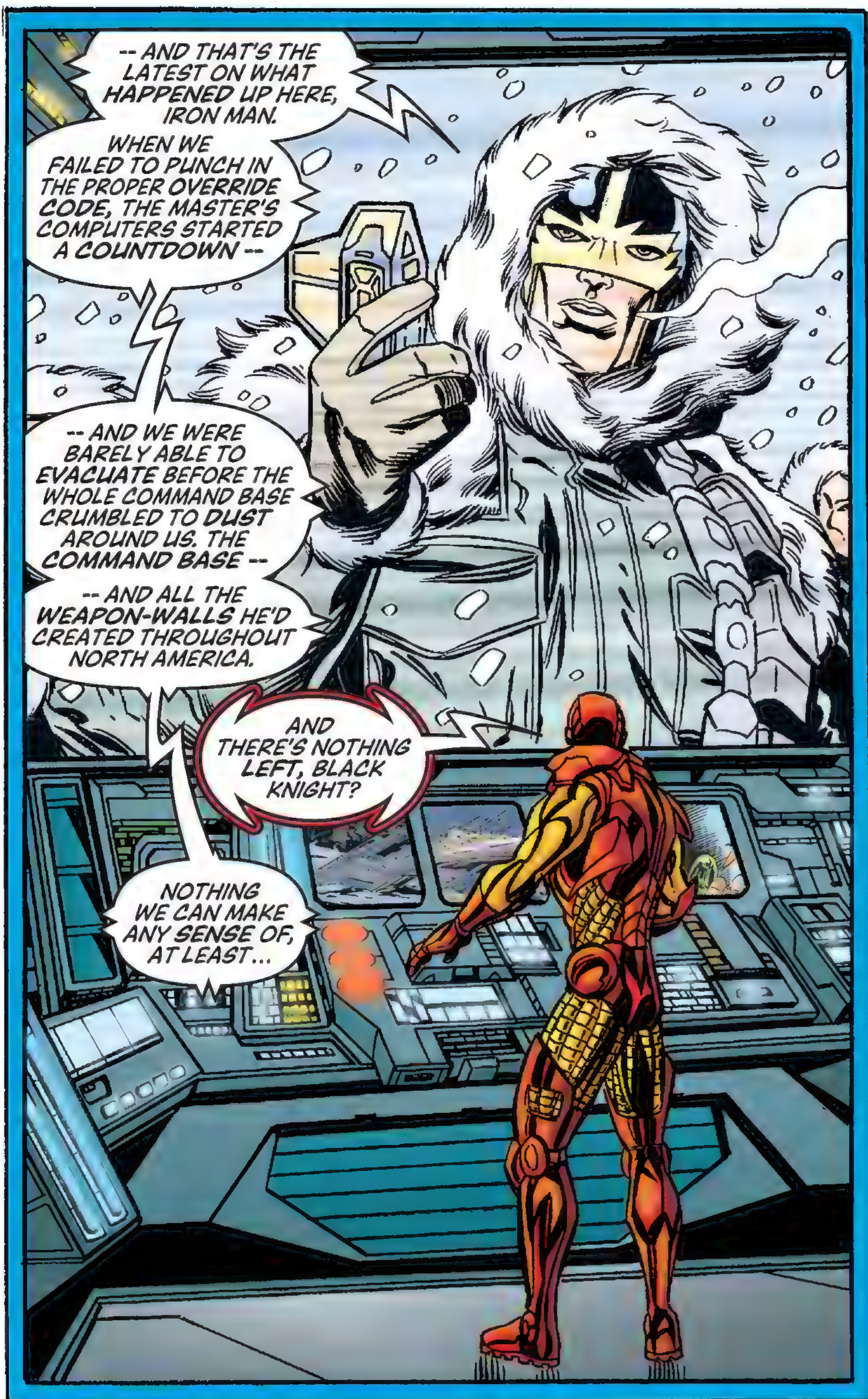
AND NOT TO CHANGE THE SUBJECT TOO DRASTICALLY, BUT I HAVEN'T EATEN SINCE I GOT DOWN HERE FROM CANADA.

JARVIS, IS THERE ANY CHANCE I COULD RUSTLE UP A SANDWICH, OR --

I AM SORRY, STINGRAY -- BUT THE KITCHEN IS TEMPORARILY... OUT OF ORDER. IF YOU COULD --

Bing Bong

EXCUSE ME, SIR. THE DOOR.



-- AND THAT'S THE LATEST ON WHAT HAPPENED UP HERE, IRON MAN.

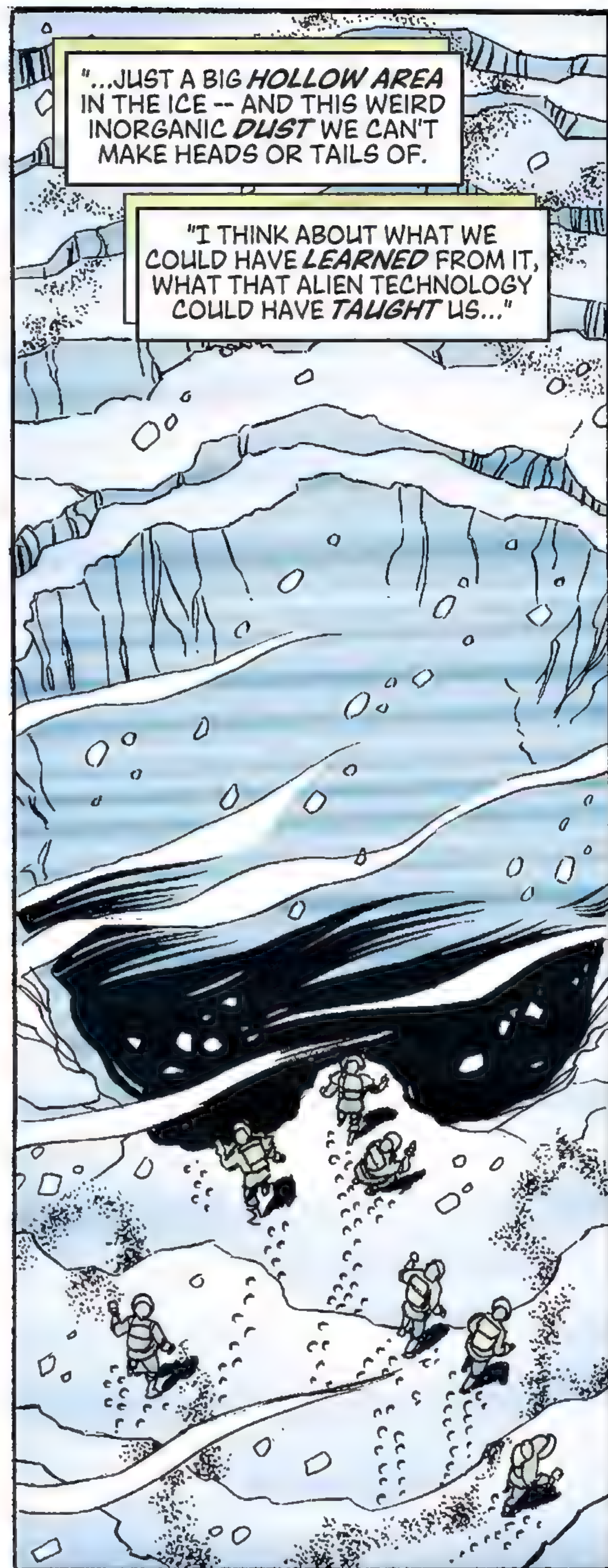
WHEN WE FAILED TO PUNCH IN THE PROPER OVERRIDE CODE, THE MASTER'S COMPUTERS STARTED A COUNTDOWN --

-- AND WE WERE BARELY ABLE TO EVACUATE BEFORE THE WHOLE COMMAND BASE CRUMBLLED TO DUST AROUND US. THE COMMAND BASE --

-- AND ALL THE WEAPON-WALLS HE'D CREATED THROUGHOUT NORTH AMERICA.

AND THERE'S NOTHING LEFT, BLACK KNIGHT?

NOTHING WE CAN MAKE ANY SENSE OF, AT LEAST...



"...JUST A BIG HOLLOW AREA IN THE ICE -- AND THIS WEIRD INORGANIC DUST WE CAN'T MAKE HEADS OR TAILS OF.

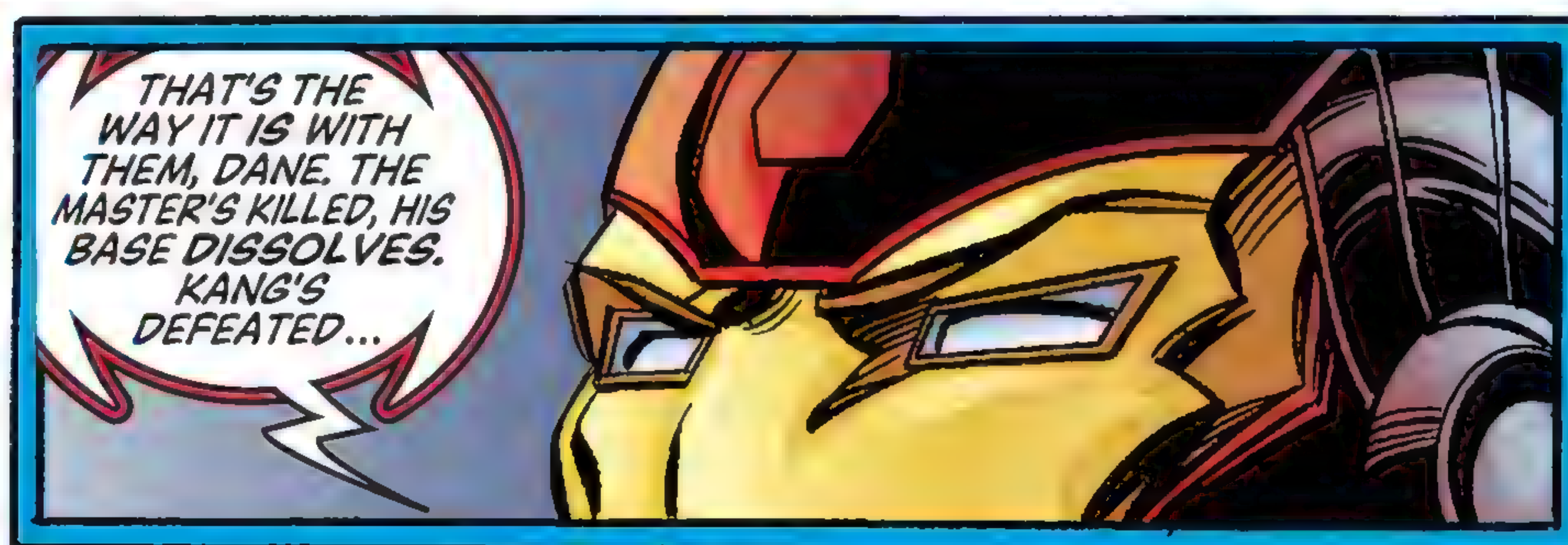
"I THINK ABOUT WHAT WE COULD HAVE *LEARNED* FROM IT, WHAT THAT ALIEN TECHNOLOGY COULD HAVE *TAUGHT* US..."



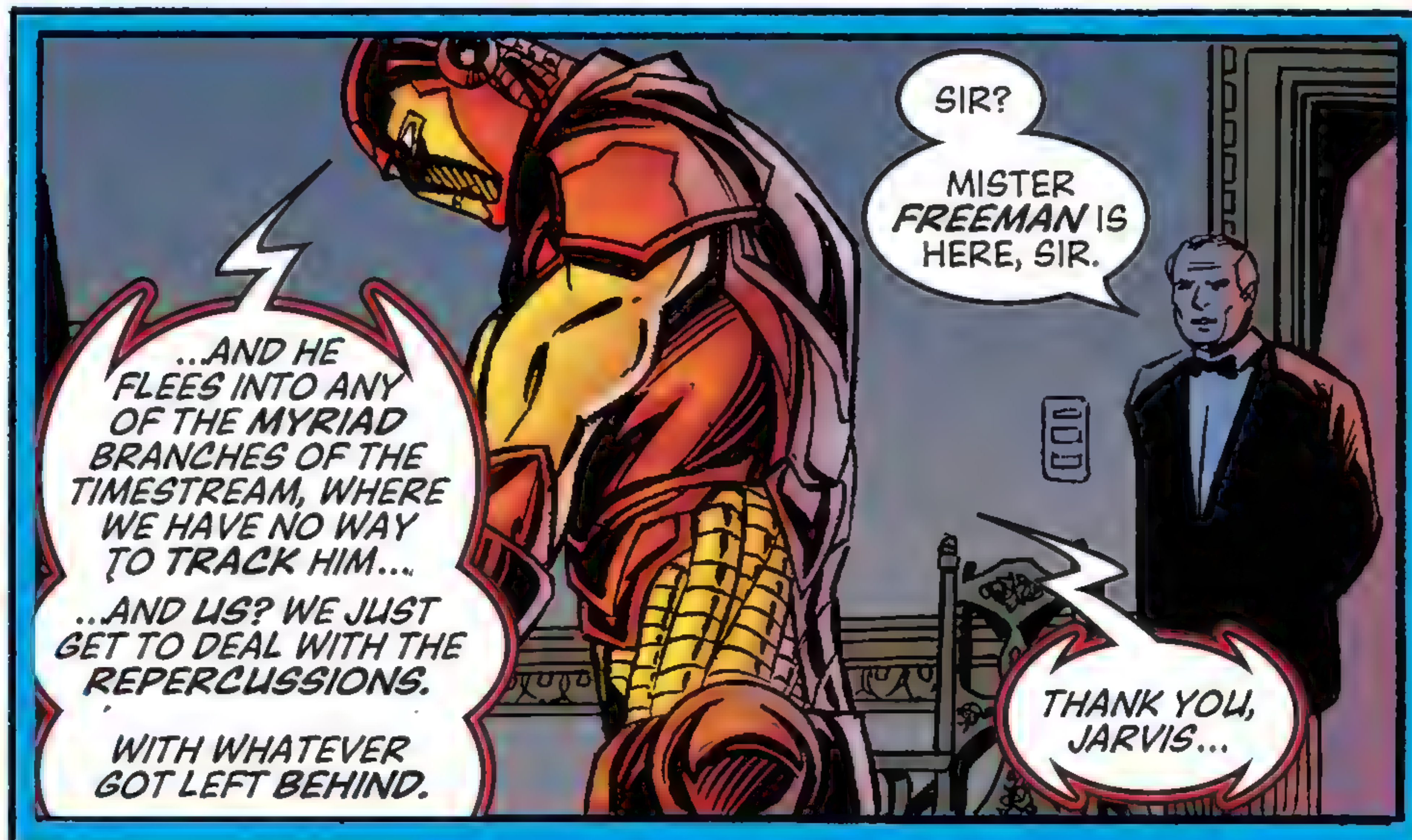
...BUT WE DON'T EVEN KNOW IF PART OF IT SLIPPED AWAY, OR IF THE WHOLE BASE SELF-DESTRUCTED.

IT'S JUST... GONE.

SOLVES SOME OF OUR CLEAN-UP PROBLEM, BUT...



THAT'S THE WAY IT IS WITH THEM, DANE. THE MASTER'S KILLED, HIS BASE DISSOLVES. KANG'S DEFEATED...



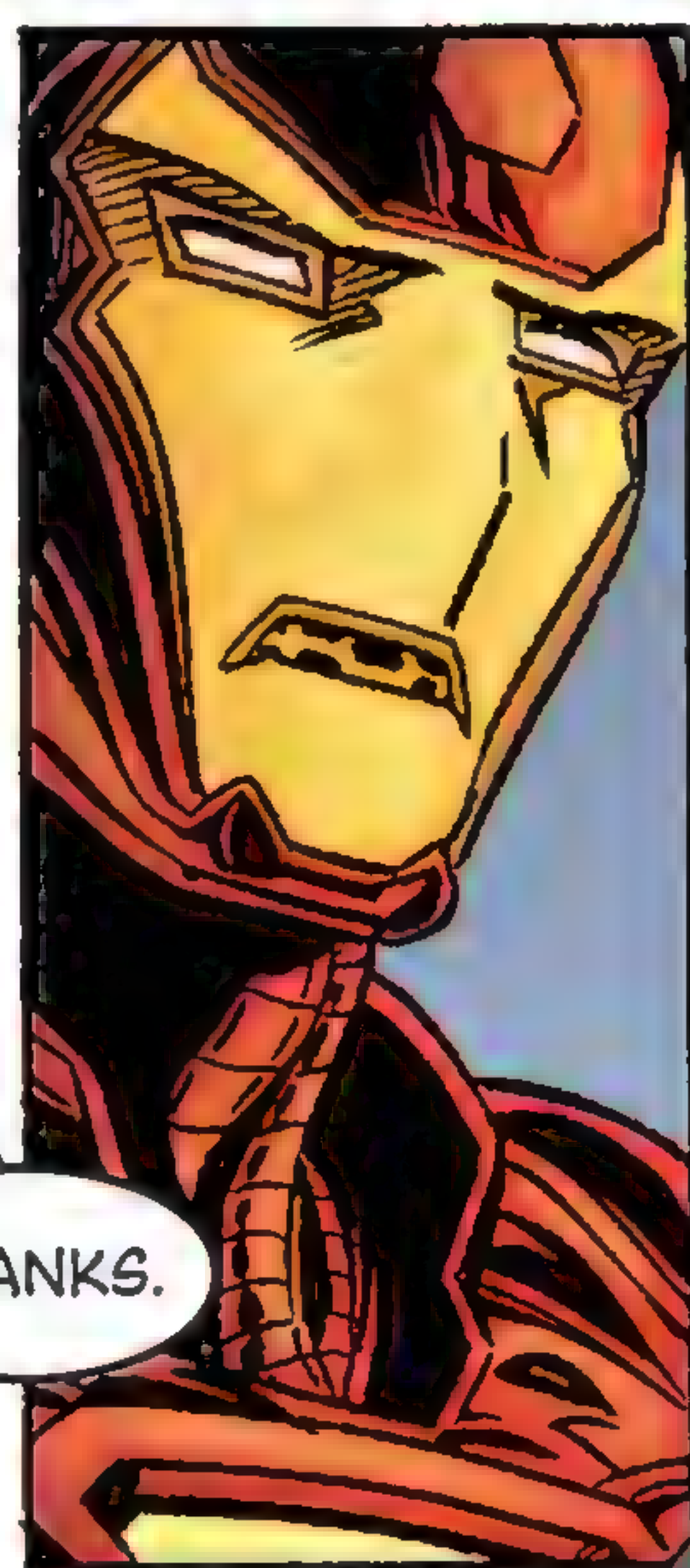
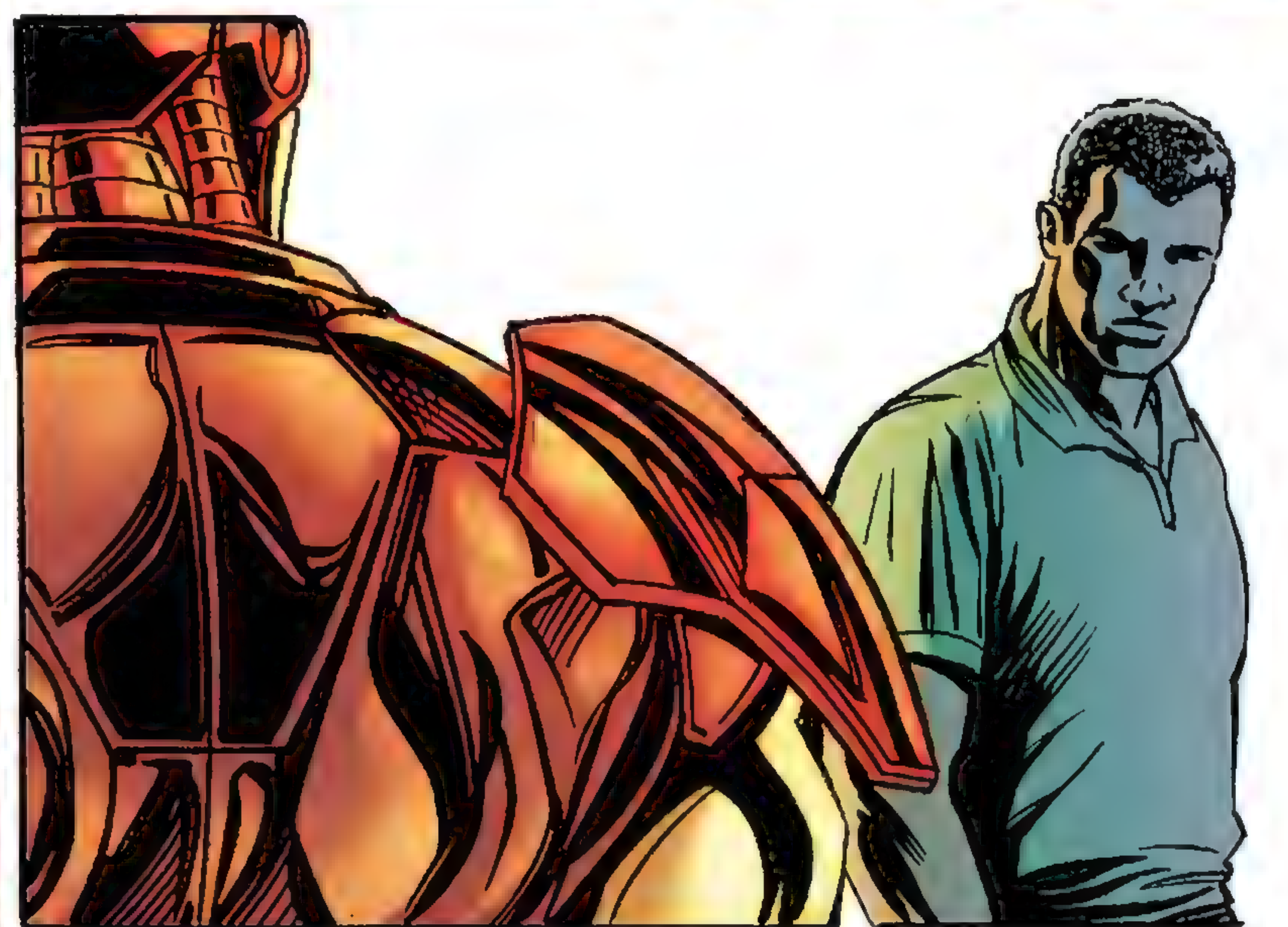
SIR?

MISTER FREEMAN IS HERE, SIR.

...AND HE FLEES INTO ANY OF THE MYRIAD BRANCHES OF THE TIMESTREAM, WHERE WE HAVE NO WAY TO TRACK HIM...
...AND US? WE JUST GET TO DEAL WITH THE REPERCUSSIONS.

WITH WHATEVER GOT LEFT BEHIND.

THANK YOU, JARVIS...





AND TO WORK DIRECTLY WITH YOU, TO BE A PART OF IT ALL --



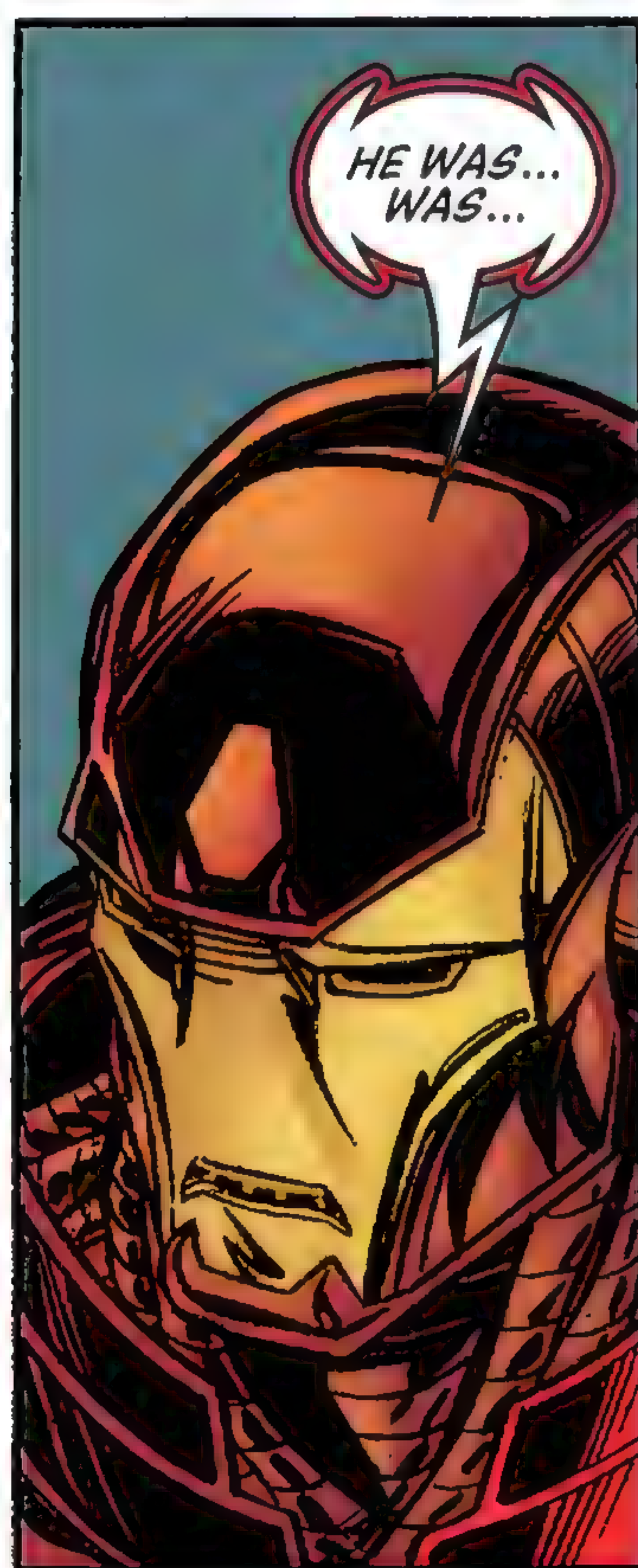
I'D NEVER SEEN HIM HAPPIER.



IT WAS A REFRESHING CHANGE TO HAVE SOMEONE SO ENTHUSIASTIC TO WORK WITH. WE HAVEN'T HAD THE BEST OF LUCK WITH OUR LIAISONS IN THE PAST.

DUANE WAS A BREATH OF FRESH AIR, IN THAT REGARD.

PLUS, HE WAS CONSCIENTIOUS, ENERGETIC...



HE WAS... WAS...

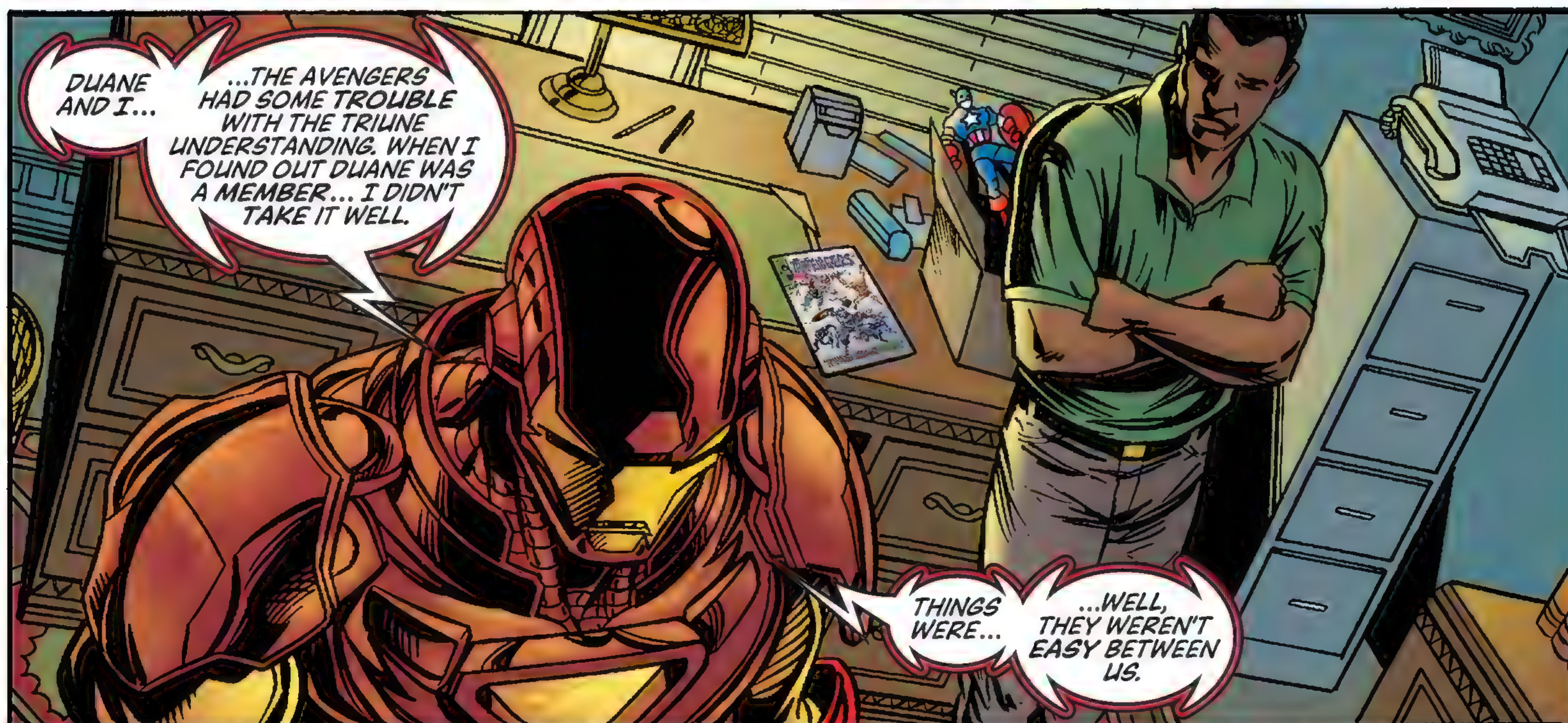


IRON MAN? IS SOMETHING WRONG?



I ASKED TO BE THE ONE TO MEET WITH YOU, WHEN YOU CAME TO COLLECT YOUR BROTHER'S BELONGINGS.

I'M NOT 100% SURE WHY.

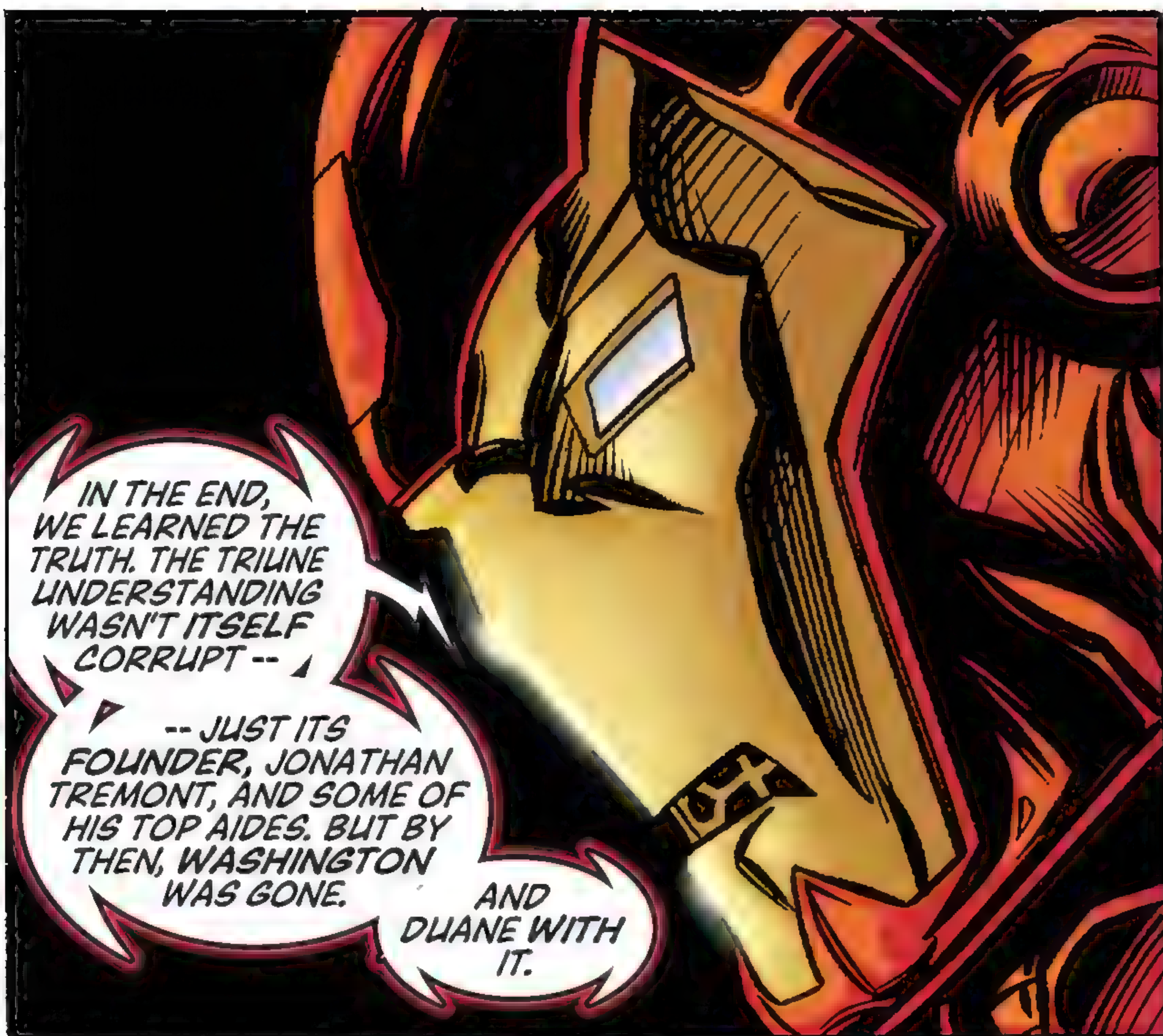


DUANE AND I...

...THE AVENGERS HAD SOME TROUBLE WITH THE TRIUNE UNDERSTANDING. WHEN I FOUND OUT DUANE WAS A MEMBER... I DIDN'T TAKE IT WELL.

THINGS WERE...

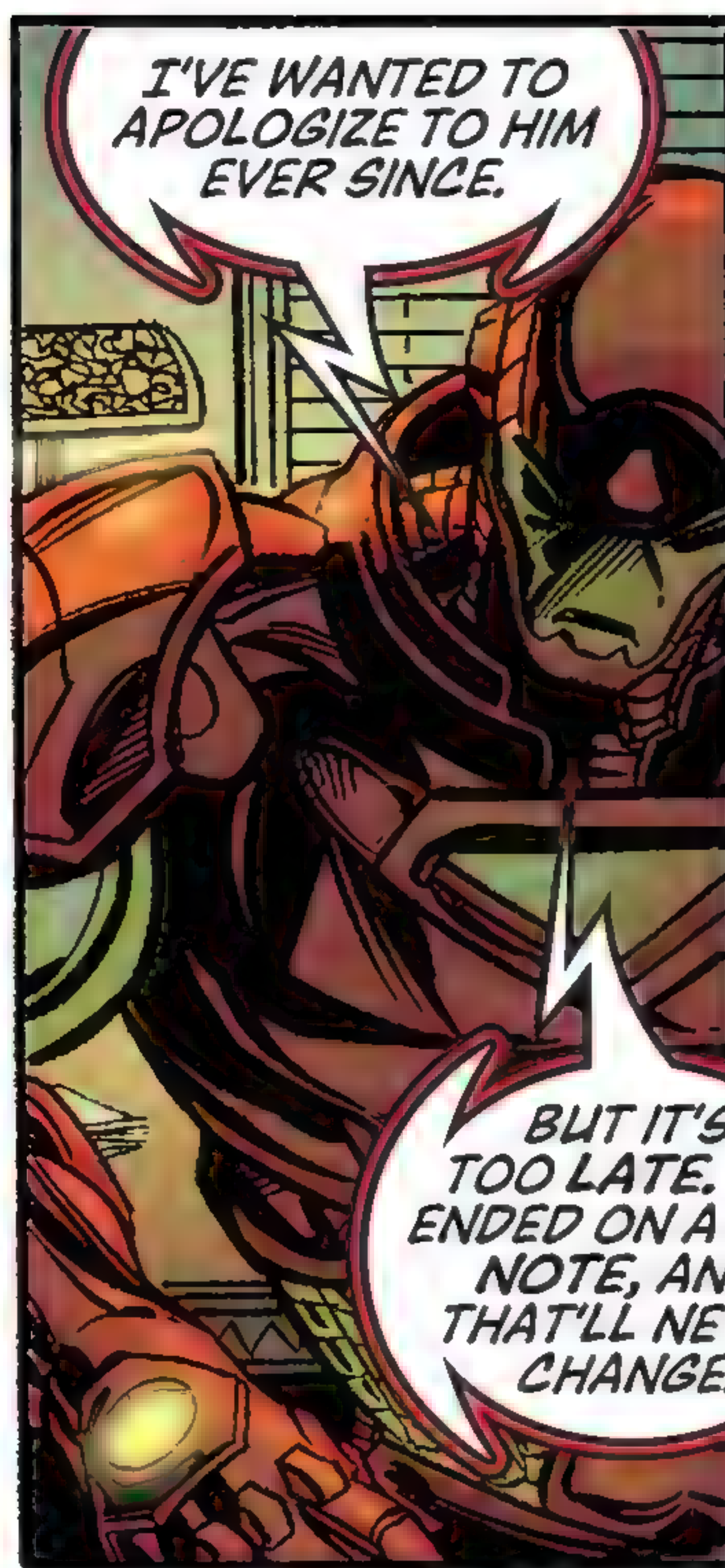
...WELL, THEY WEREN'T EASY BETWEEN US.



IN THE END, WE LEARNED THE TRUTH. THE TRIUNE UNDERSTANDING WASN'T ITSELF CORRUPT --

-- JUST ITS FOUNDER, JONATHAN TREMONT, AND SOME OF HIS TOP AIDES. BUT BY THEN, WASHINGTON WAS GONE.

AND DUANE WITH IT.



I'VE WANTED TO APOLOGIZE TO HIM EVER SINCE.

BUT IT'S TOO LATE. WE ENDED ON A BAD NOTE, AND THAT'LL NEVER CHANGE.



THERE'S SOMETHING YOU SHOULD KNOW, IRON MAN.

I'VE BEEN GOING THROUGH THE PAPERS RECOVERED FROM DUANE'S WASHINGTON OFFICE, AND SOME OF HIS NOTES...



HE'D BEEN DOING SOME CHECKING.

HE MAY HAVE BEEN A TRIUNE MEMBER, BUT HE WAS ALSO YOUR SECURITY LIAISON, AND HE TOOK THAT VERY SERIOUSLY.

ACCORDING TO HIS NOTES, THE TRIUNE UNDERSTANDING KNEW VARIOUS AVENGERS PRIORITY FREQUENCIES, AND HE WAS TRYING TO FIGURE OUT WHY.



HIS NOTES WERE INCONCLUSIVE. BUT THEY INDICATED THAT WHEN A TRIUNE MEMBER UNDERWENT ONE OF THE UNDERSTANDING'S "MENTAL CLEANSING RITUALS" --

-- IT WAS POSSIBLE THAT JONATHAN TREMONT WAS ABLE TO READ THEIR MINDS.



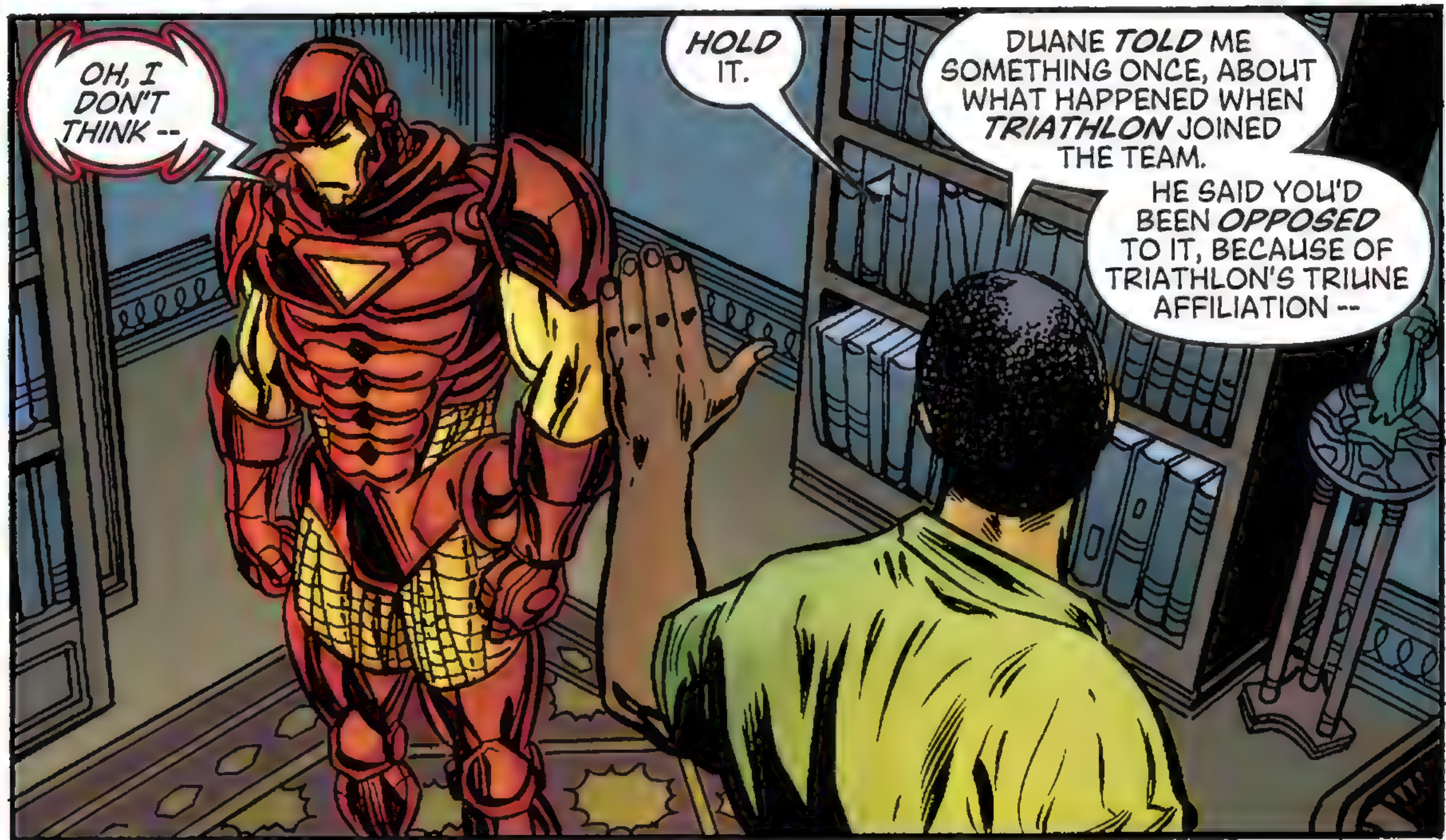
HE THOUGHT THE LEAKS HAD COME THROUGH *HIM*. THROUGH HIS MIND, HIS *MEMORIES*.
ONE OF THE THINGS WE FOUND IN HIS OFFICE WAS A DRAFT OF A *RESIGNATION LETTER*.



A *WHAT?*
BUT -- EVEN IF THAT WAS THE CASE, IT WOULDN'T HAVE BEEN *DUANE'S* FAULT. HE COULDN'T HAVE KNOWN.
WE COULD HAVE TAKEN STEPS, BUILT SAFEGUARDS AGAINST --
THERE'D HAVE BEEN NO NEED FOR HIM TO RESIGN --!



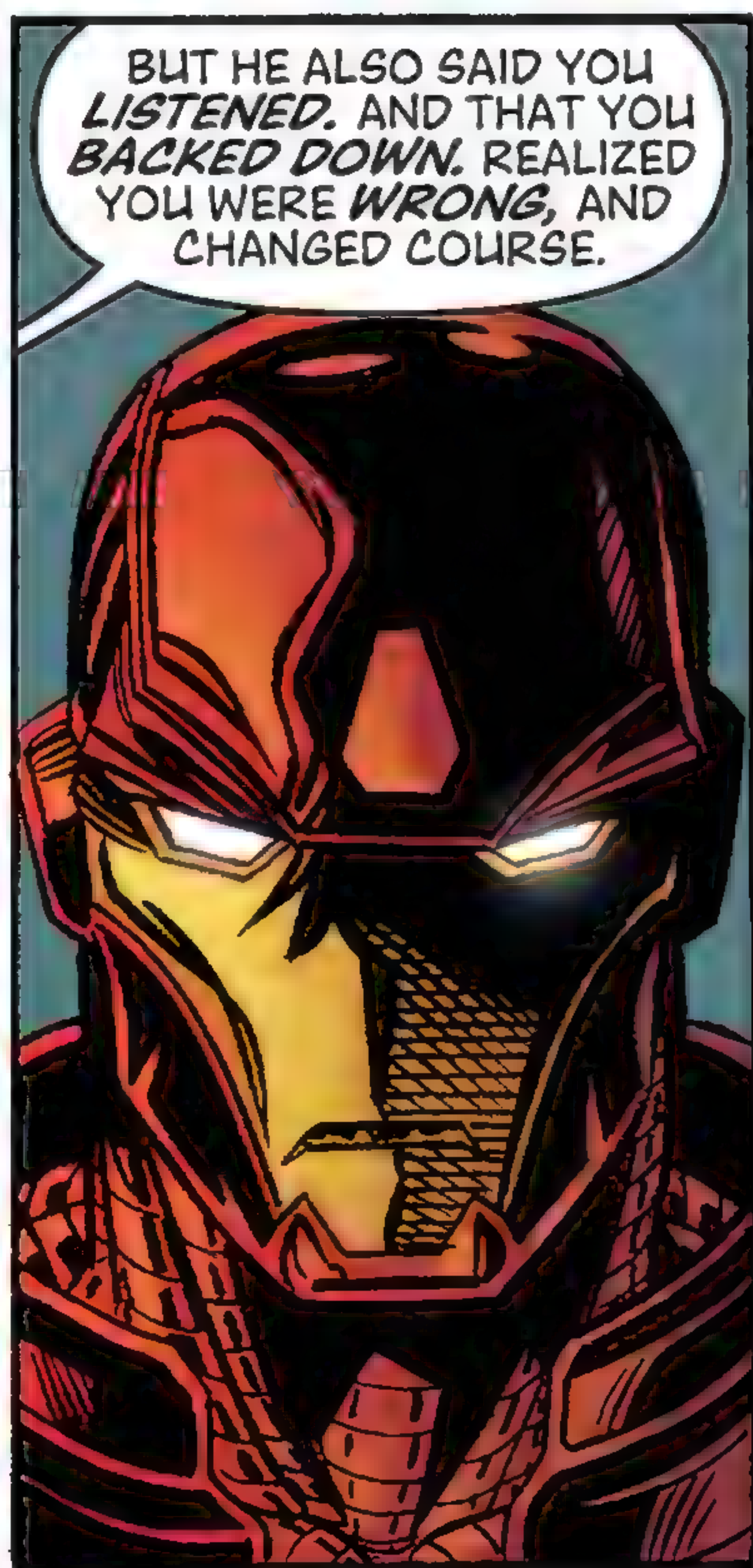
HE'D HAVE BEEN *GRATIFIED* TO HEAR YOU SAY THAT.
HE HAD ENORMOUS *RESPECT* FOR YOU.



OH, I DON'T THINK --
HOLD IT.
DUANE TOLD ME SOMETHING ONCE, ABOUT WHAT HAPPENED WHEN *TRIATHLON* JOINED THE TEAM.
HE SAID YOU'D BEEN *OPPOSED* TO IT, BECAUSE OF *TRIATHLON'S* TRIUNE AFFILIATION --



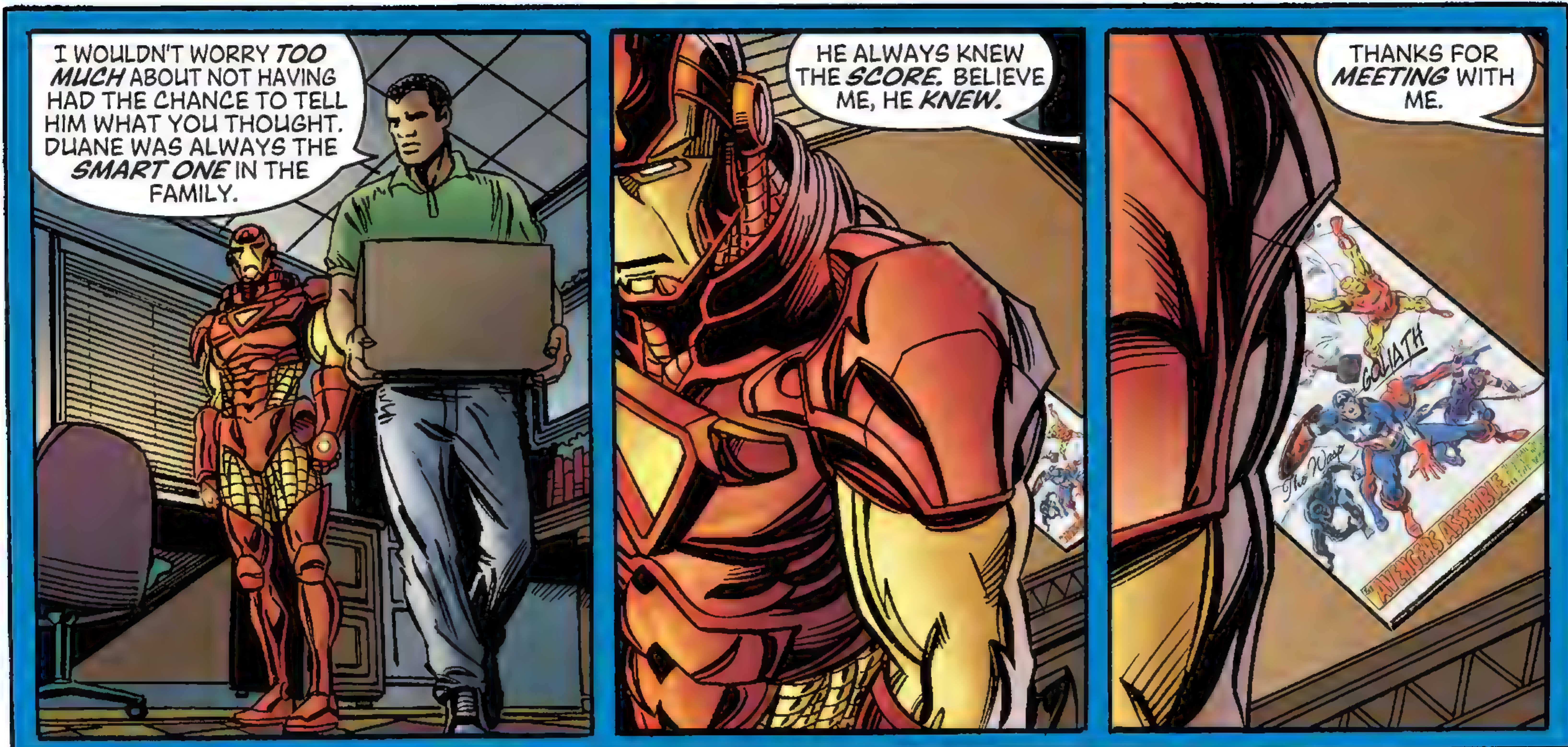
-- AND HE HAD TO GET IN YOUR *FACE* ABOUT IT, TELLING YOU YOU WERE BEING *UNFAIR*, THAT IT WAS *GUILT BY ASSOCIATION*.
HE SAID YOU HATED HEARING THAT. HATED IT LIKE *FIRE*.



BUT HE ALSO SAID YOU *LISTENED*. AND THAT YOU *BACKED DOWN*. REALIZED YOU WERE *WRONG*, AND CHANGED COURSE.



ALL THAT *POWER* IN YOUR HANDS, HE SAID AND YOU STILL KEPT YOUR *BRAIN* IN CONTROL, NO MATTER *HOW* ANGRY YOU WERE.
HE SAID THAT'S THE MARK OF A TRULY *HONORABLE* MAN.



I WOULDN'T WORRY *TOO MUCH* ABOUT NOT HAVING HAD THE CHANCE TO TELL HIM WHAT YOU THOUGHT. DUANE WAS ALWAYS THE *SMART ONE* IN THE FAMILY.

HE ALWAYS KNEW THE *SCORE*. BELIEVE ME, HE *KNEW*.

THANKS FOR *MEETING* WITH ME.



C'MON, JARVIS, AT LEAST TELL US *WHAT* WE'RE WAITING --

PLEASE, *PLEASE* -- IF YOU'LL ONLY BE PATIENT A FEW MINUTES *LONGER*...

OKAY, JARV. JUST DON'T LET IT WAIT TILL WE GET *ANGRY*.

YOU WOULDN'T *LIKE* US WHEN WE'RE *ANGRY*...



...AND I THINK... I THINK *I* MIGHT HAVE BEEN THE ONE THAT DROVE THOR AWAY, MADE HIM *VANISH* LIKE THAT.

OH, FIREBIRD, I'M *SURE* YOU DIDN'T --

HE'D BEEN... HE'D BEEN TALKING ABOUT *LEAVING* THE TEAM, WHEN THIS WAR WAS OVER. OF *DISTANCING* HIMSELF FROM MORTAL AFFAIRS.

I TRIED TO GET HIM TO CHANGE HIS *MIND*. BUT THEN... I LOST MY TEMPER, I *YELLED* AT HIM. AND WHEN I TRIED TO APOLOGIZE...

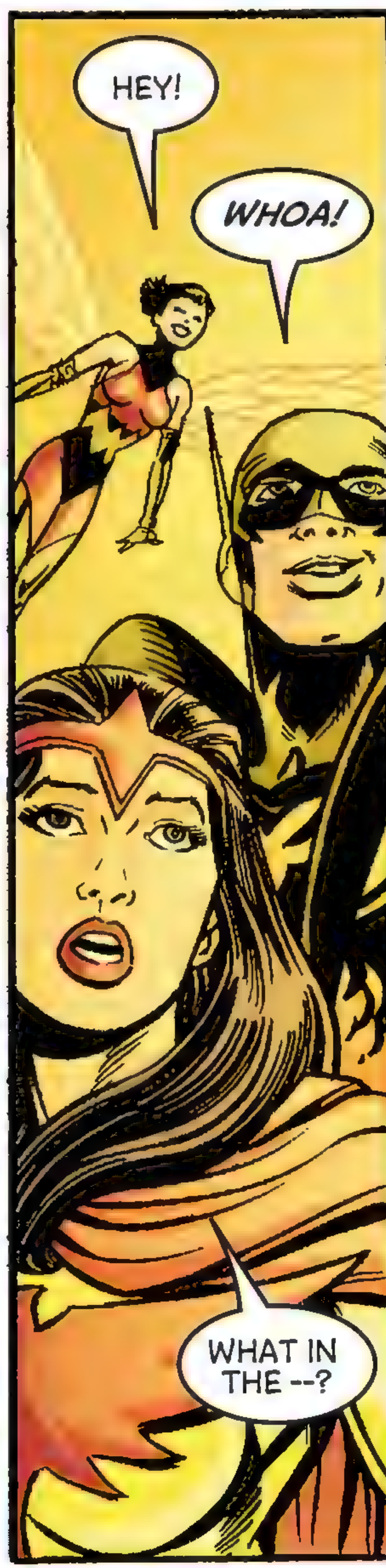
...HE WOULDN'T EVEN *SPEAK* TO ME.

I'M SURE THAT HAD *SOMETHING* TO DO WITH --

AHEM!
EXCUSE ME, EVERYBODY --



-- I THANK YOU ALL FOR WAITING SO *PATIENTLY*, AND IF YOU'LL JUST TURN YOUR ATTENTION *THIS WAY* FOR A MOMENT --



HEY!

WHOA!

WHAT IN THE --?

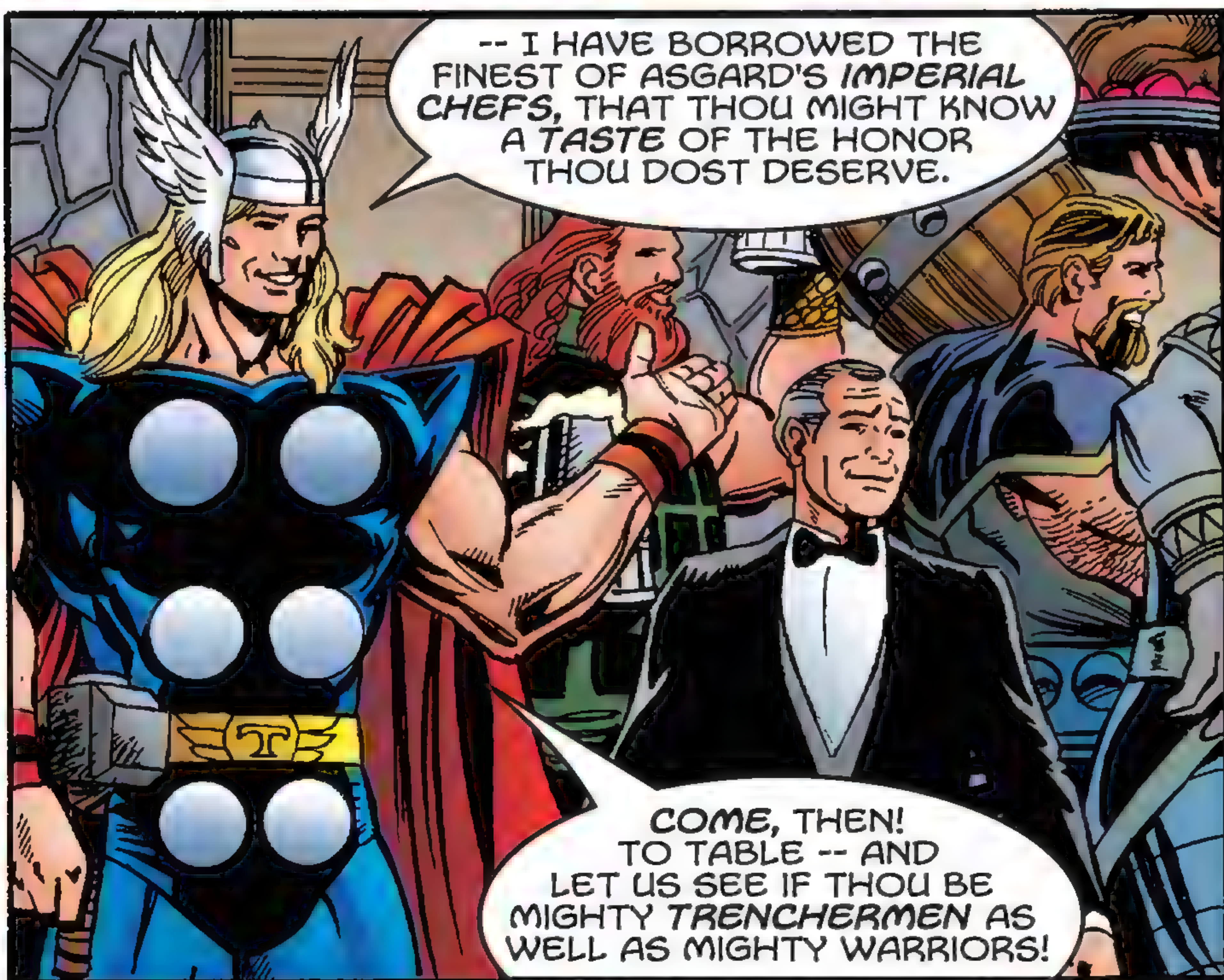


HO, AVENGERS!
HO, MY COMRADES!

WE HAVE BEEN VICTORIOUS -- VICTORIOUS AGAINST A MOST MIGHTY AND TERRIBLE ENEMY -- AND THE TIME HAS COME TO CELEBRATE!

IN GLEAMING ASGARD, SUCH A VICTORY WOULD BE MARKED BY SIX DAYS OF FEASTING, JOUSTS, AND ENTERTAINMENTS MOST VARIED AND DIVERTING --

-- AND WHILE I FEAR THAT SUCH A FLOOD OF MERRIMENTS WOULD BE TOO MUCH FOR THIS PARTICULAR ASSEMBLAGE --



-- I HAVE BORROWED THE FINEST OF ASGARD'S IMPERIAL CHEFS, THAT THOU MIGHT KNOW A TASTE OF THE HONOR THOU DOST DESERVE.

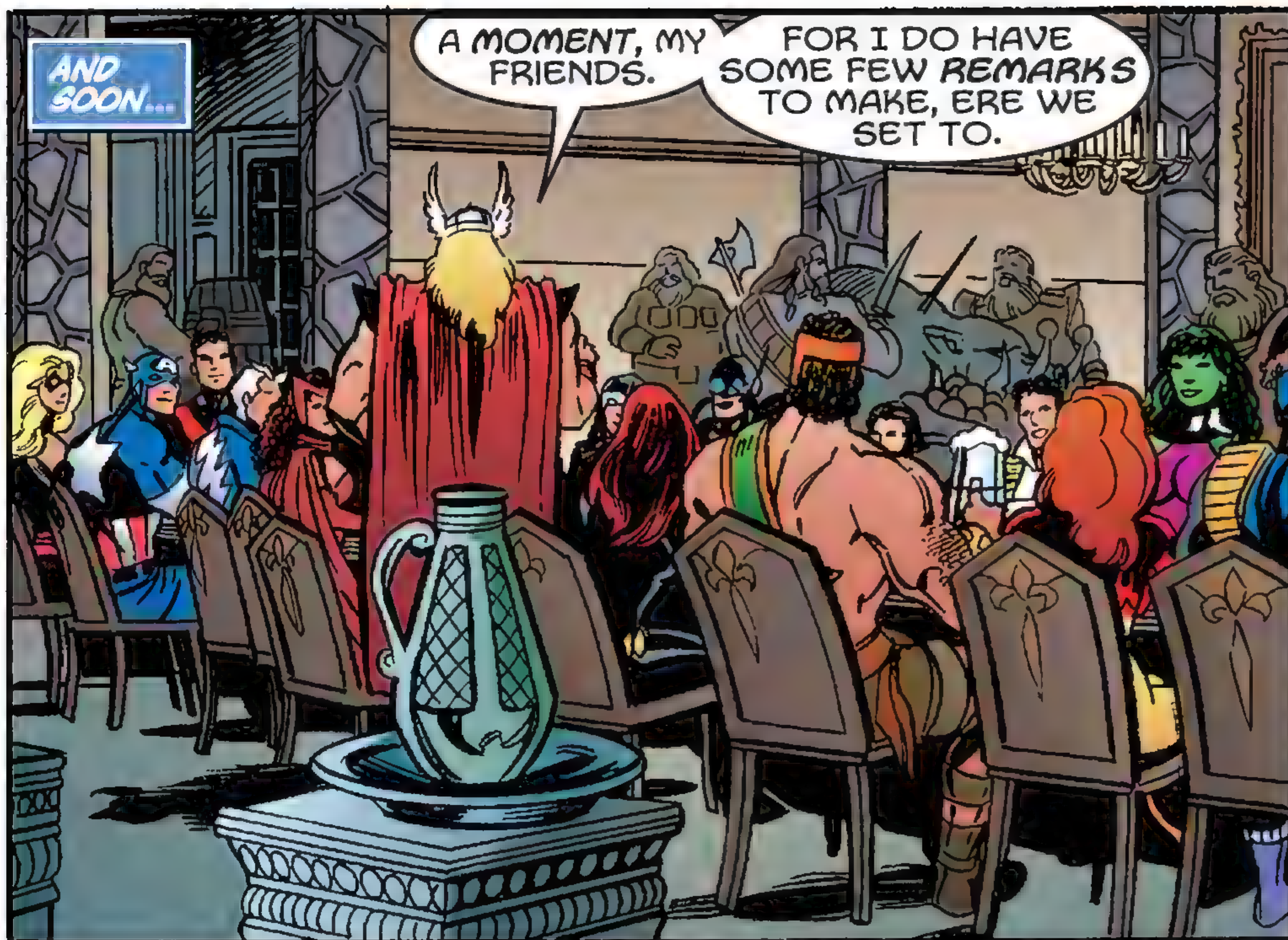
COME, THEN! TO TABLE -- AND LET US SEE IF THOU BE MIGHTY TRENCHMEN AS WELL AS MIGHTY WARRIORS!



AND I ASSURE THEE, FRIEND JARVIS, THAT BY EVENING'S END...

...THY KITCHEN WILL BE AS SPOTLESS AS IT WAS THIS MORN.

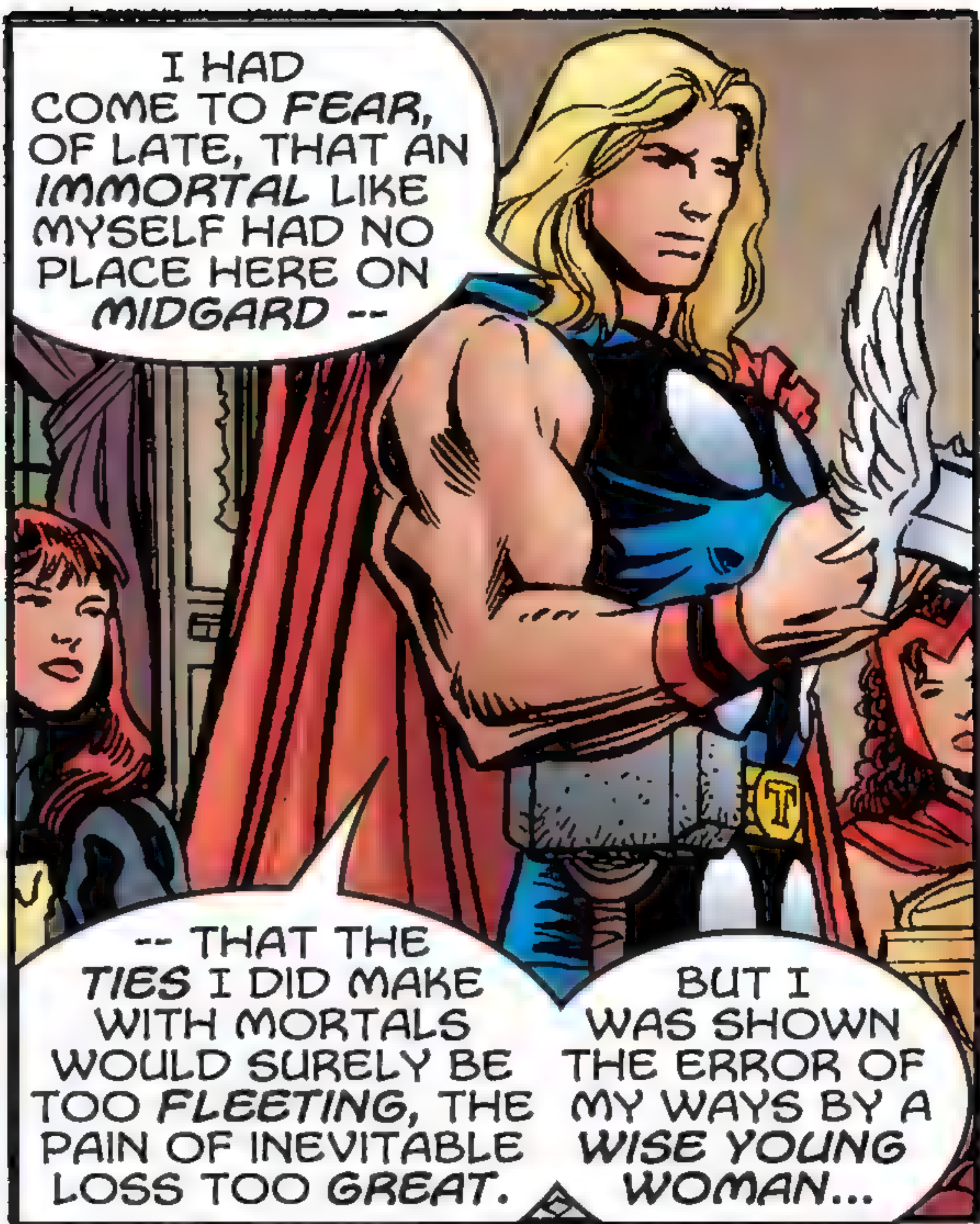
MOST APPRECIATED, SIR.



AND SOON...

A MOMENT, MY FRIENDS.

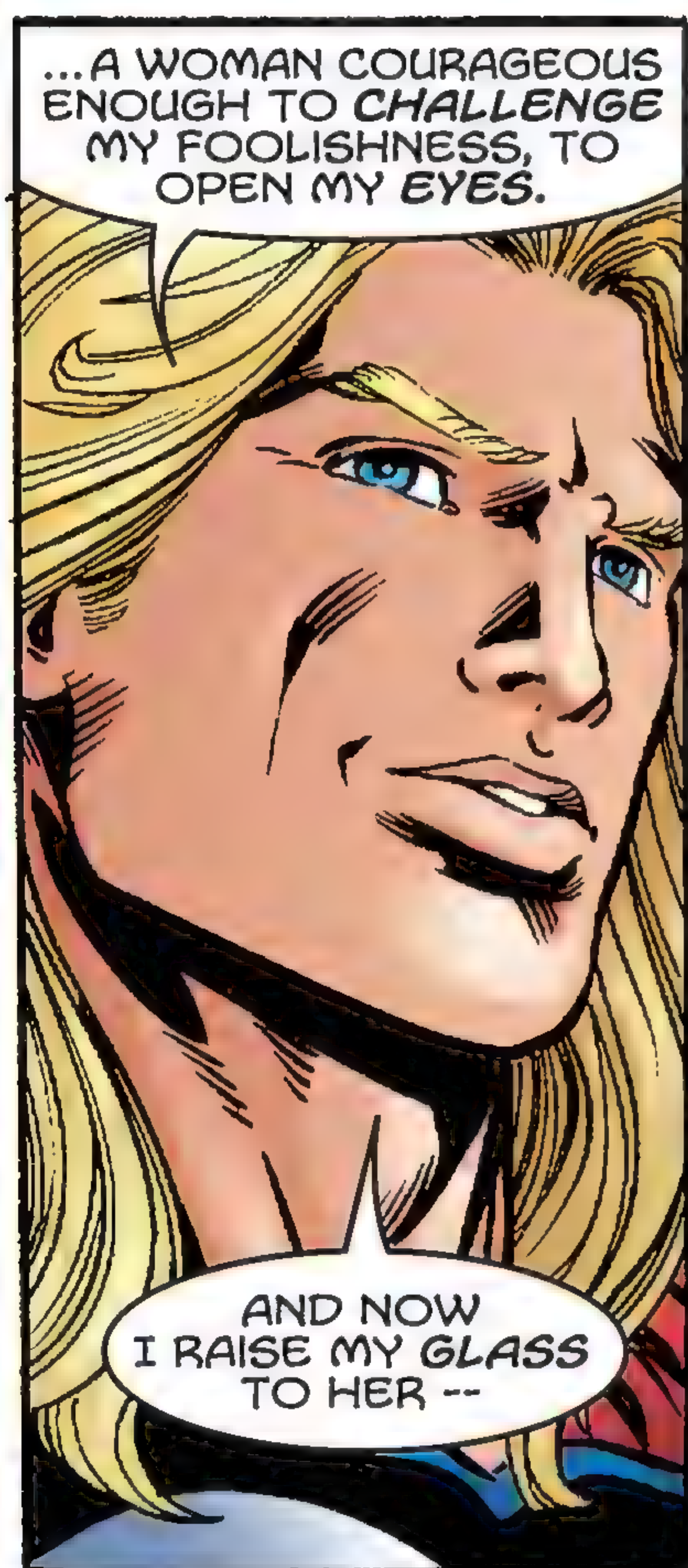
FOR I DO HAVE SOME FEW REMARKS TO MAKE, ERE WE SET TO.



I HAD COME TO FEAR, OF LATE, THAT AN IMMORTAL LIKE MYSELF HAD NO PLACE HERE ON MIDGARD --

-- THAT THE TIES I DID MAKE WITH MORTALS WOULD SURELY BE TOO FLEETING, THE PAIN OF INEVITABLE LOSS TOO GREAT.

BUT I WAS SHOWN THE ERROR OF MY WAYS BY A WISE YOUNG WOMAN...



...A WOMAN COURAGEOUS ENOUGH TO CHALLENGE MY FOOLISHNESS, TO OPEN MY EYES.

AND NOW I RAISE MY GLASS TO HER --



-- TO **FIREBIRD!** SHE WHO AIDED A GOD BY TREATING HIM AS THE FOOL HE WAS!

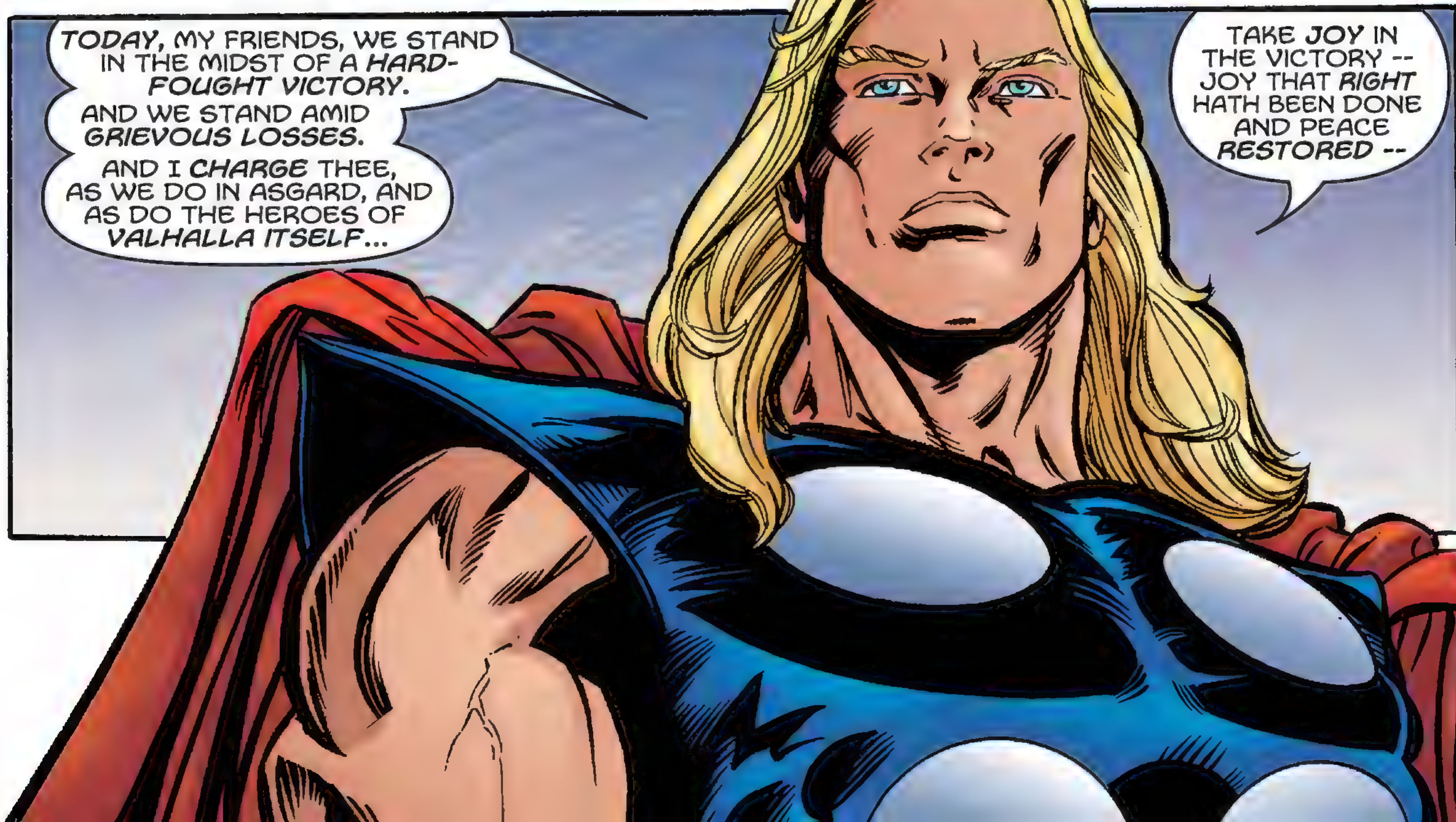


TRULY, SHE GAVE ME MUCH TO THINK ON THESE PAST WEEKS. AND I CAME TO UNDERSTAND.

IT IS THE BONDS WE MAKE THAT WE KNOW WILL BE BROKEN, THOSE WE LOVE WHO WE KNOW WILL NOT BE WITH US FOREVER --

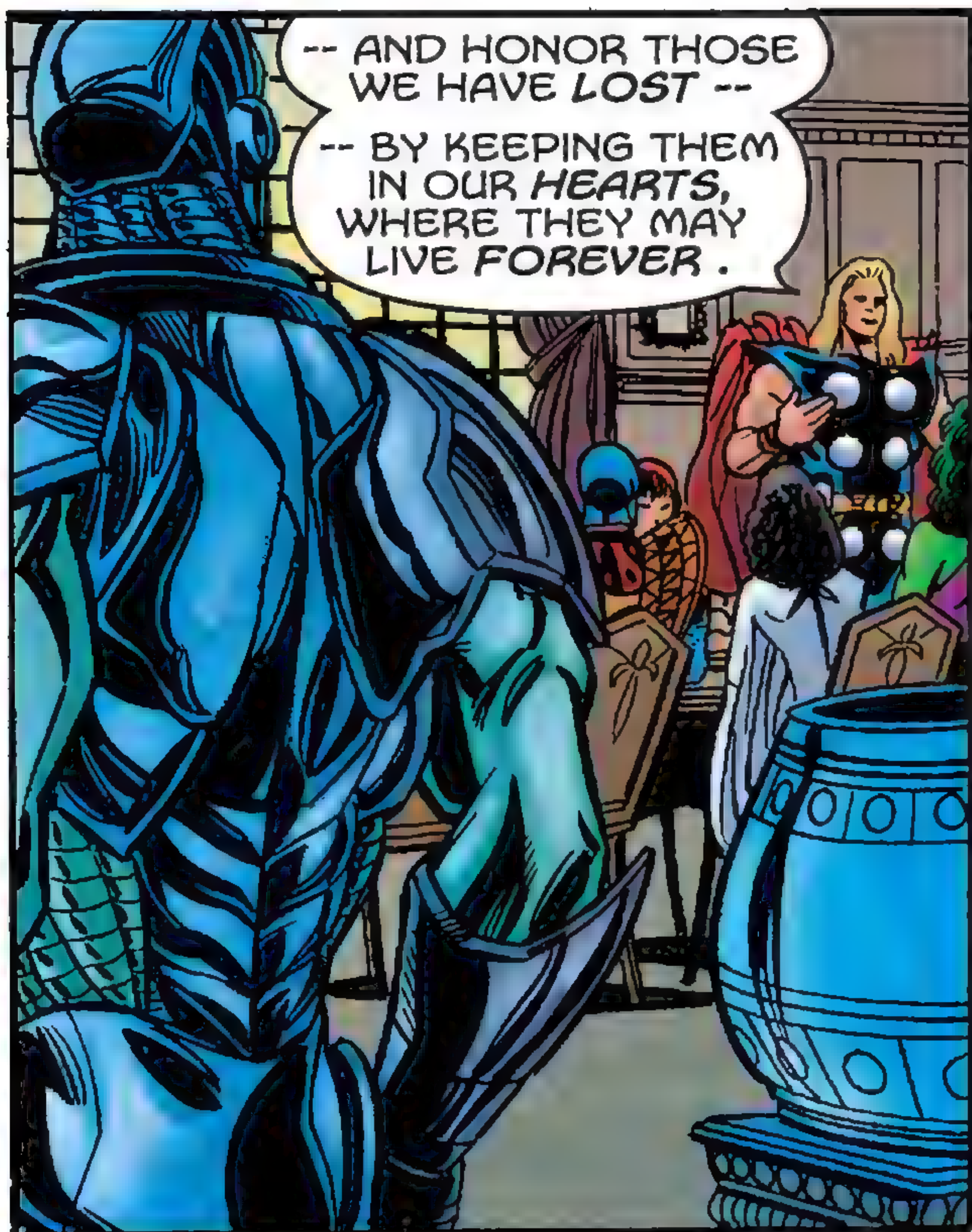
-- THAT ARE ALL THE MORE PRECIOUS, SIMPLY BECAUSE THEY WILL ONE DAY BE GONE.

THOSE ARE THE BONDS WE MUST TAKE JOY IN, THE COMRADES WE MUST CELEBRATE NOW, WHILE THEY REMAIN NEAR TO US.



TODAY, MY FRIENDS, WE STAND IN THE MIDST OF A HARD-FOUGHT VICTORY. AND WE STAND AMID GRIEVOUS LOSSES. AND I CHARGE THEE, AS WE DO IN ASGARD, AND AS DO THE HEROES OF VALHALLA ITSELF...

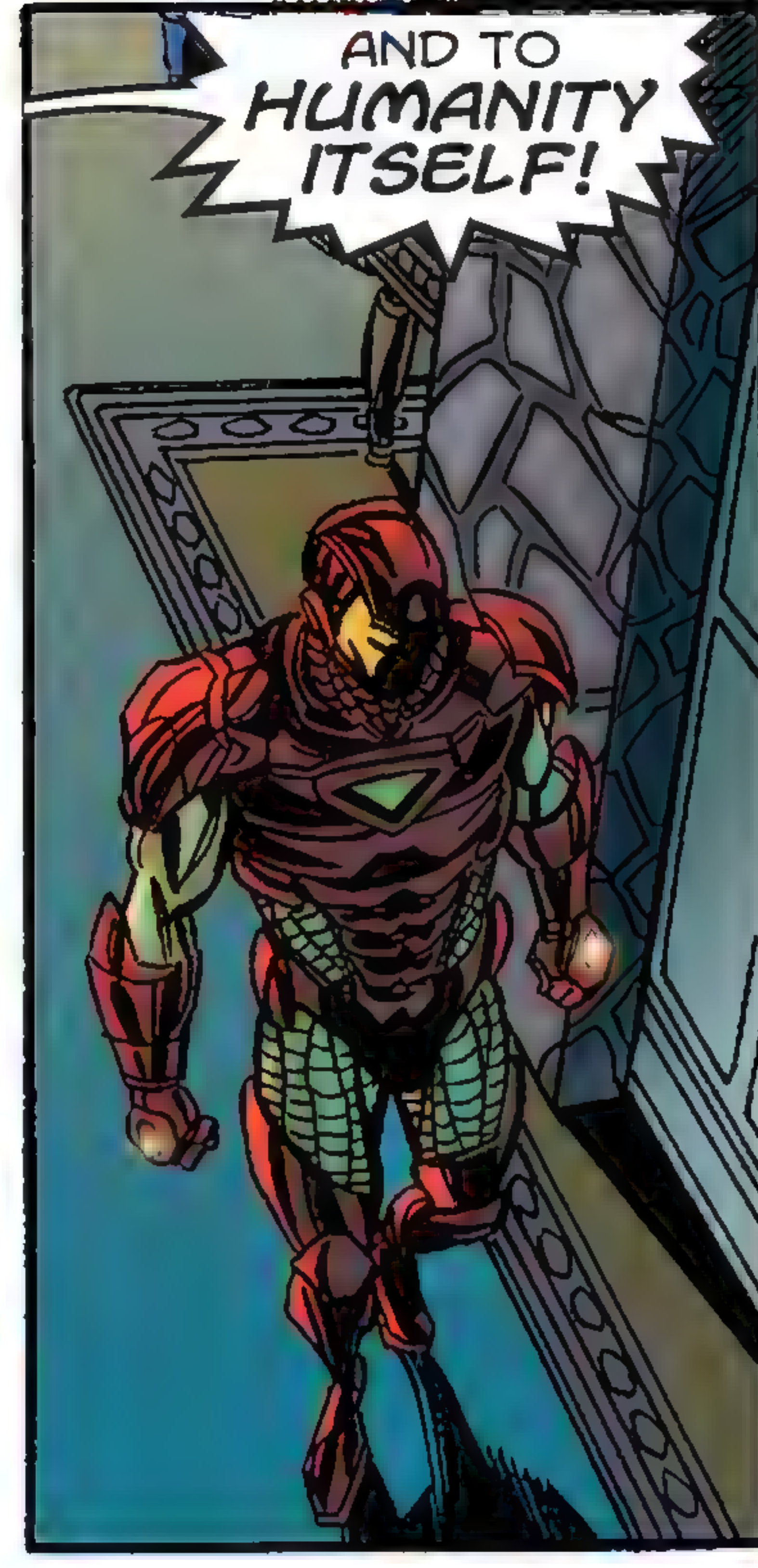
TAKE JOY IN THE VICTORY -- JOY THAT RIGHT HATH BEEN DONE AND PEACE RESTORED --



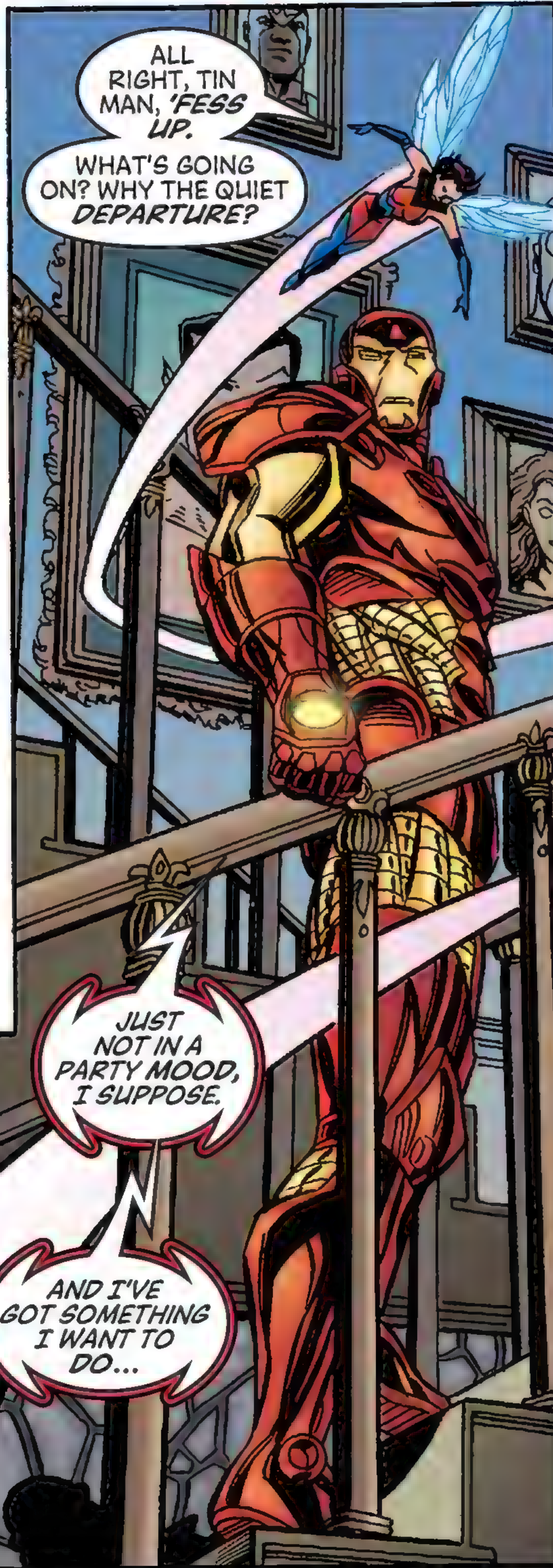
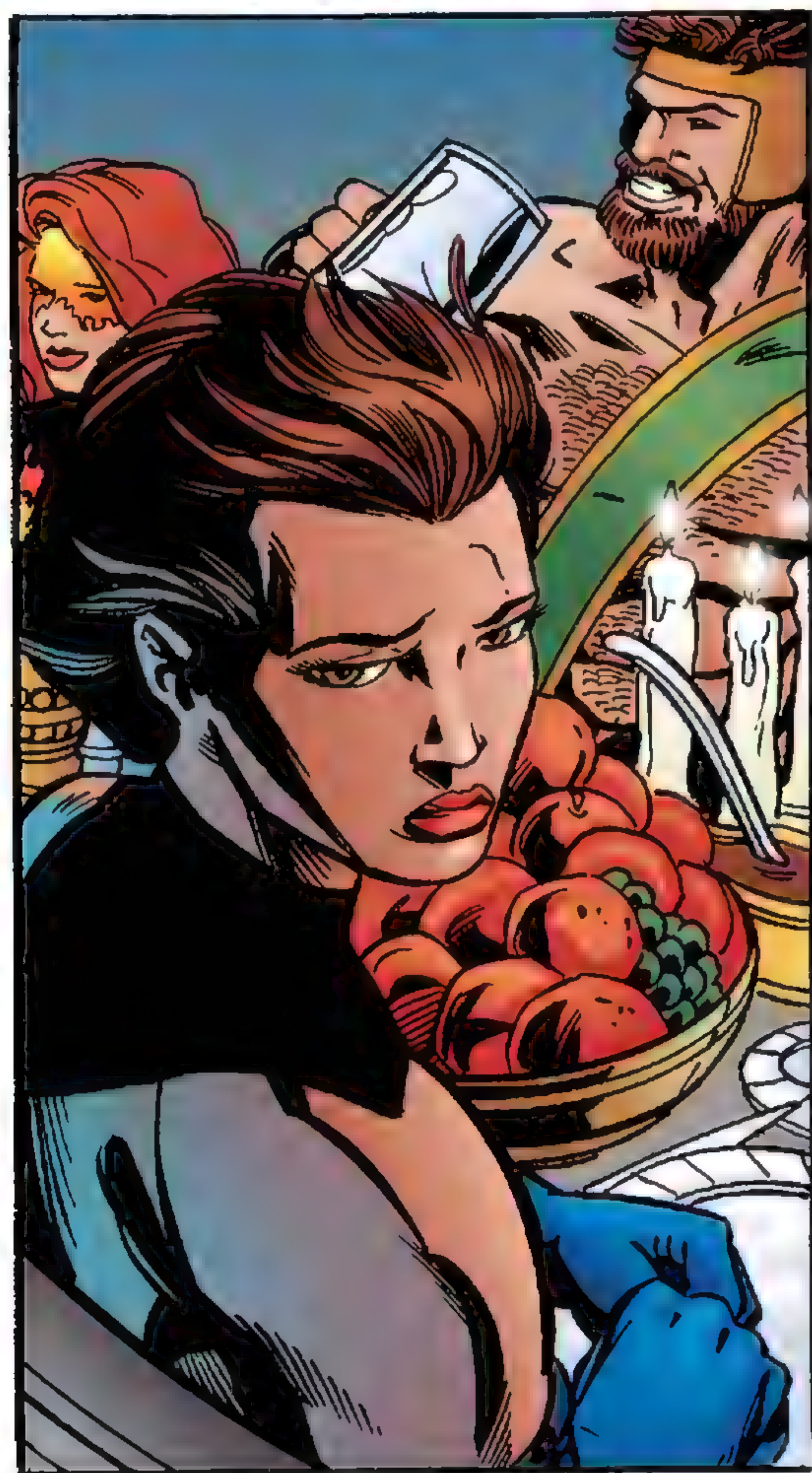
-- AND HONOR THOSE
WE HAVE LOST --
-- BY KEEPING THEM
IN OUR HEARTS,
WHERE THEY MAY
LIVE FOREVER.



TO MIDGARD, MY
FRIENDS! TO THE
AVENGERS!



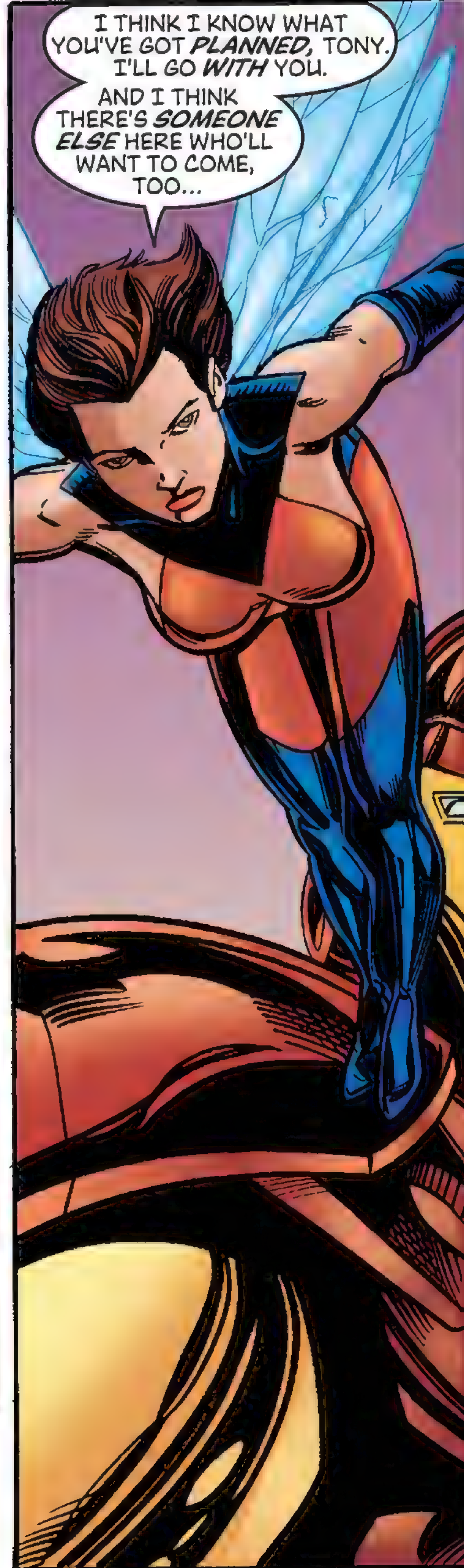
AND TO
HUMANITY
ITSELF!



ALL
RIGHT, TIN
MAN, 'FESS
UP.
WHAT'S GOING
ON? WHY THE QUIET
DEPARTURE?

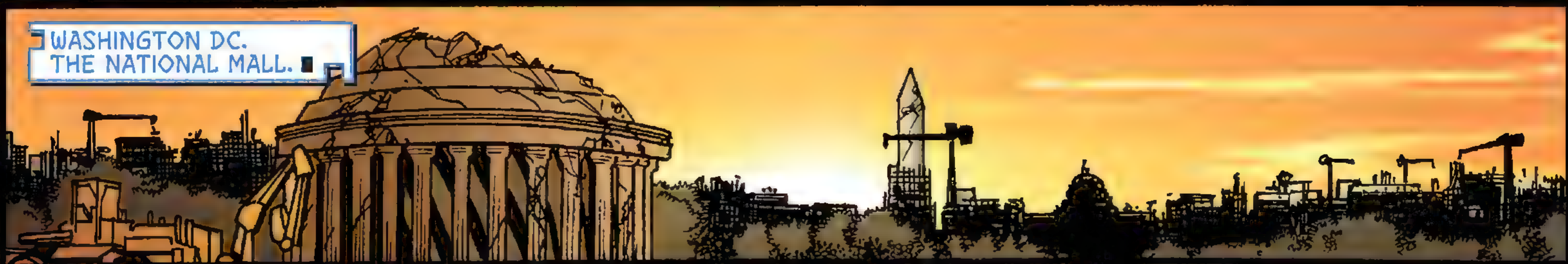
JUST
NOT IN A
PARTY MOOD,
I SUPPOSE.

AND I'VE
GOT SOMETHING
I WANT TO
DO...



I THINK I KNOW WHAT
YOU'VE GOT *PLANNED*, TONY.
I'LL GO *WITH* YOU.
AND I THINK
THERE'S *SOMEONE*
ELSE HERE WHO'LL
WANT TO COME,
TOO...

WASHINGTON DC.
THE NATIONAL MALL.



HE WAS SO UTTERLY
DEDICATED. HE HAD NO
FEAR, NO FEAR
AT ALL.

HE EVEN
TOOK ON
THOR, WHEN HE
THOUGHT HE
HAD TO.



HE DID?

OH, THAT'S RIGHT --
YOU WEREN'T *THERE*
FOR THAT. YOU REALLY
SHOULD HAVE *SEEN*
IT.

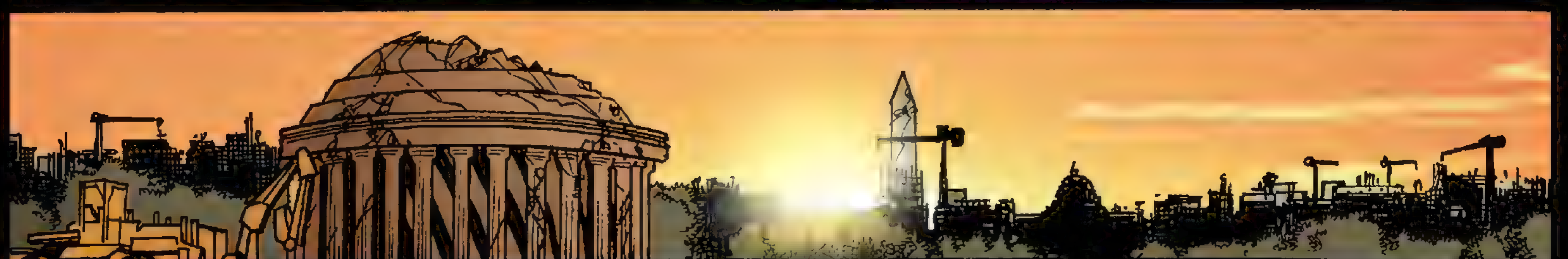
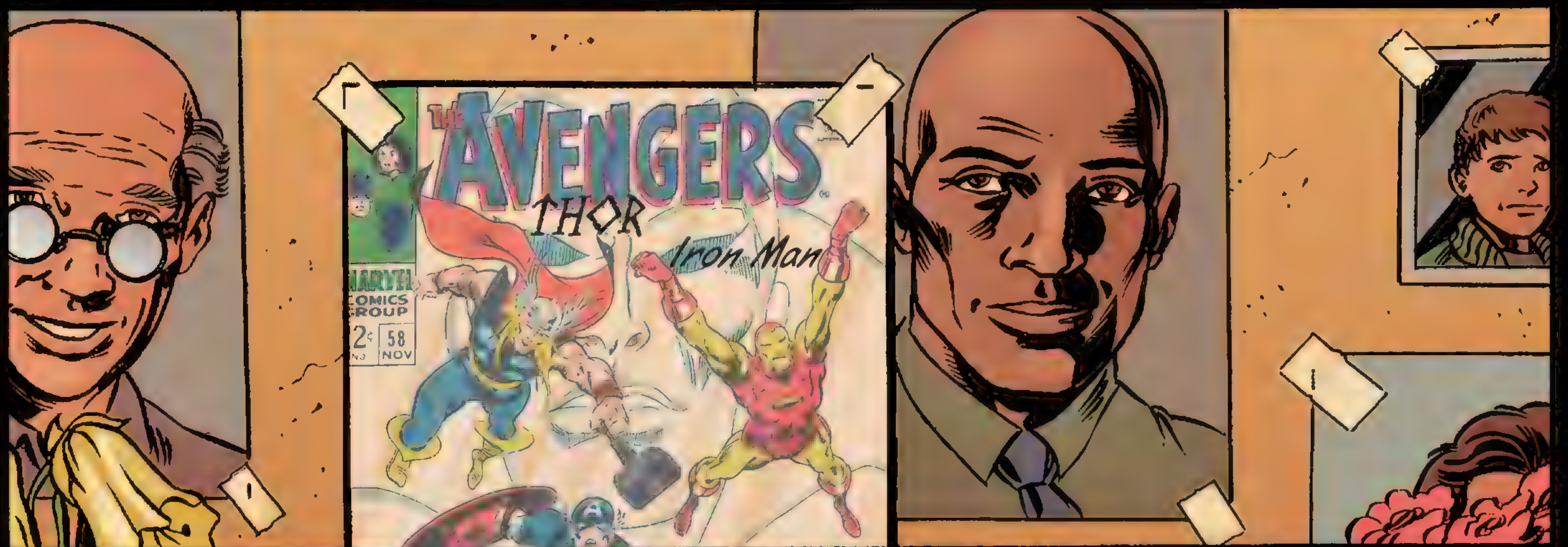
HE ACTUALLY
BACKED THOR UP A
STEP. THOR WAS
TOWERING OVER HIM, IN
FULL WRATHFUL-GOD
MODE --



--BUT
DUANE
DIDN'T GIVE
AN *INCH*.

NOT AN *INCH*...





FIN.

AVENGERS FAST FACTS

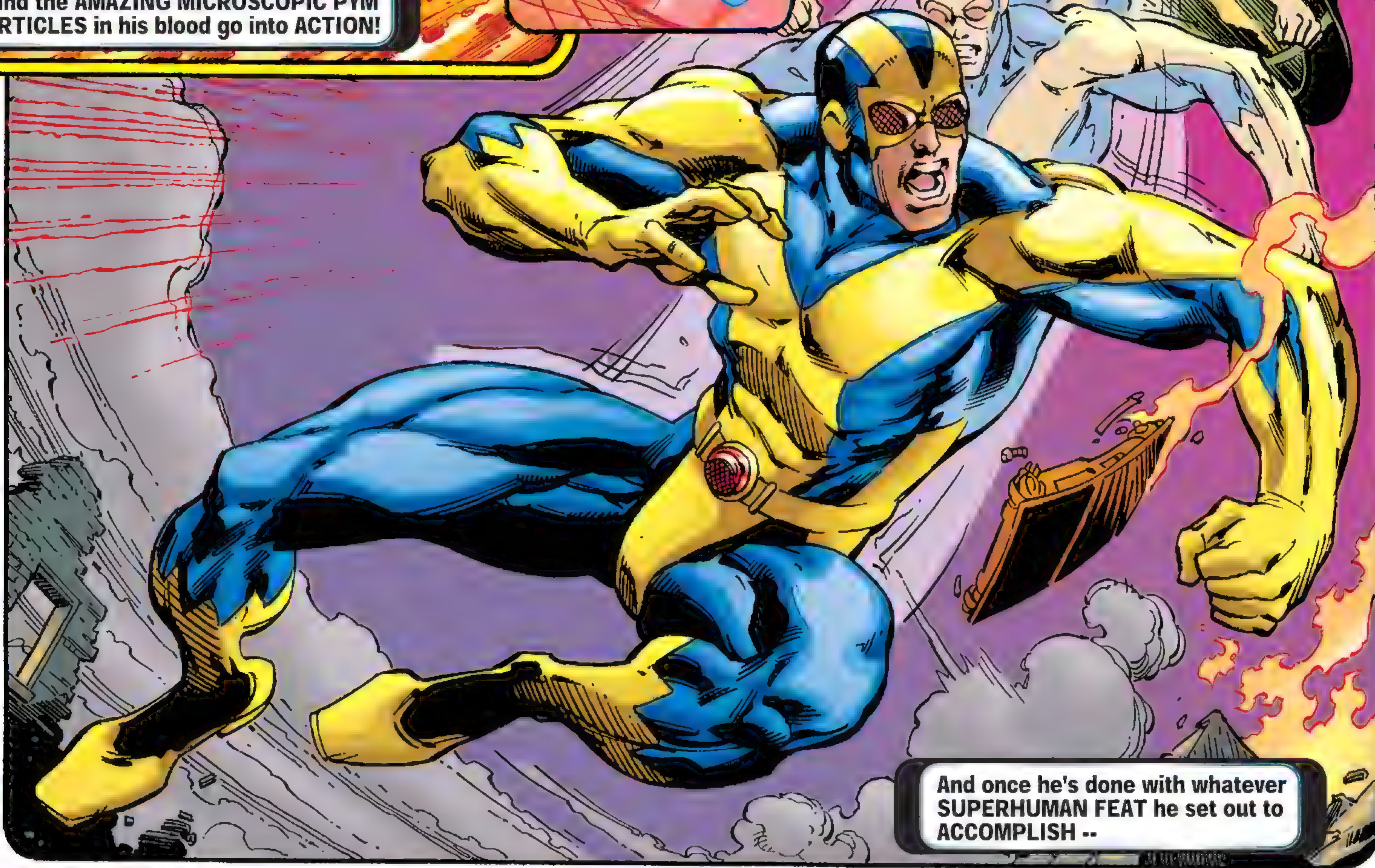
Inside Info for the Fan on the Go-Go-Go!

He's **GOLIATH** -- a.k.a. **Dr. HENRY PYM**!
And when he wants to grow to giant size,
all he has to do is **CONCENTRATE--**

They draw on **BIO-MASS** from
another
DIMENSION,
bringing it **TO**
Dr. Pym --

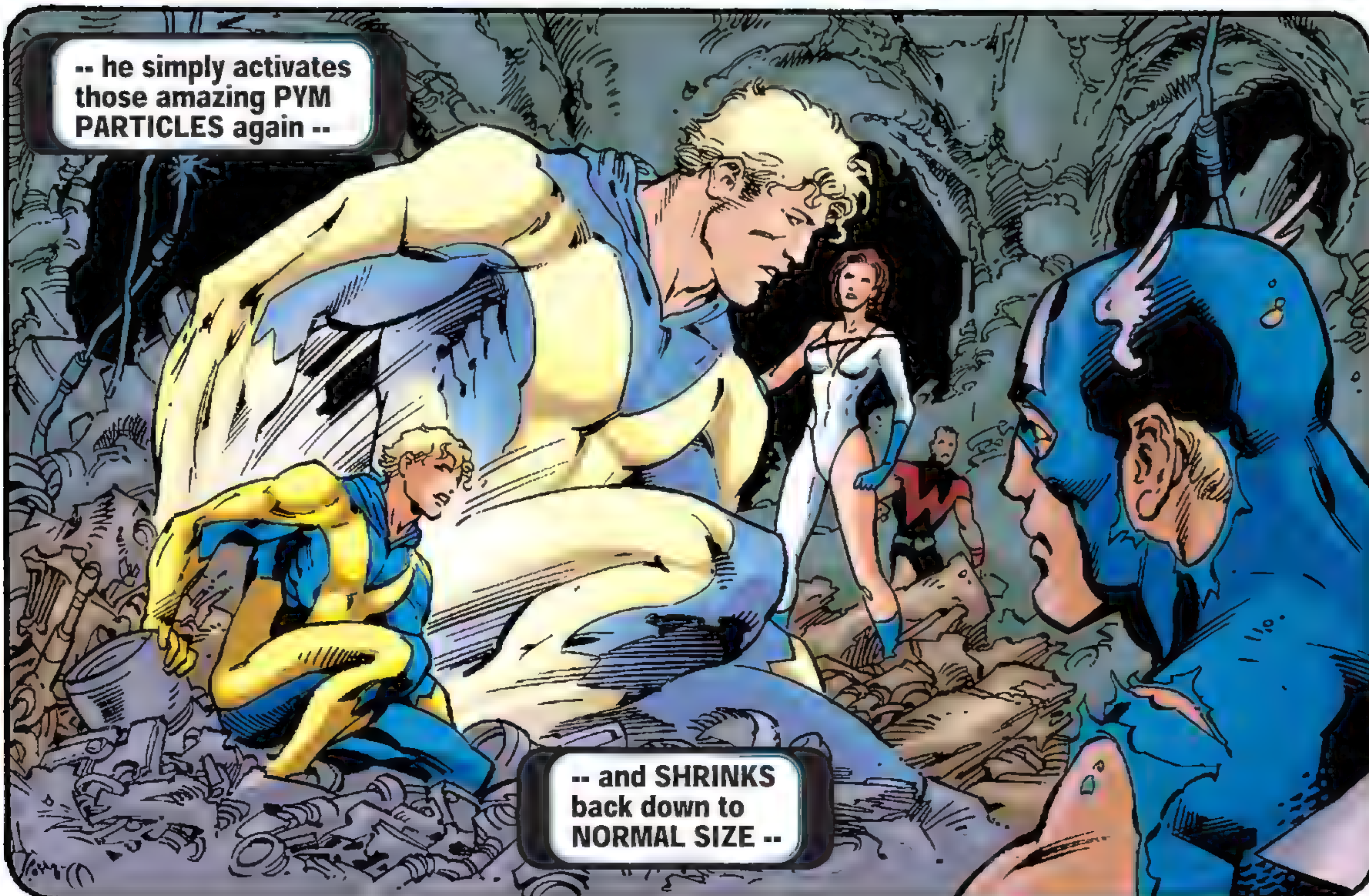
-- and allowing him to grow to twenty,
thirty -- even a **HUNDRED** feet in height!

-- and the **AMAZING MICROSCOPIC PYM**
PARTICLES in his blood go into **ACTION!**



And once he's done with whatever
SUPERHUMAN FEAT he set out to
ACCOMPLISH --

-- he simply activates
those amazing **PYM**
PARTICLES again --



-- and **SHRINKS**
back down to
NORMAL SIZE --

-- **RETURNING** that
bio-mass to the dimension
it **CAME FROM!**





WHATEVER costumed identity he's using -- the astonishing ANT-MAN, the fast-flying YELLOWJACKET, GIANT-MAN or GOLIATH --

-- PYM PARTICLES allow him to grow or shrink to WHATEVER SIZE HE NEEDS!

Once, all that growing and shrinking put an enormous STRAIN on his system -- causing dire HEALTH PROBLEMS!

But those days are OVER!

Now, he can shift his mass BACK and FORTH across the dimensional gulf as much as he WANTS --

Yes, after a long and tumultuous HISTORY, the Avenger called GOLIATH is once again an ESSENTIAL PLAYER.

Thanks to his own BIOCHEMICAL GENIUS, his powers are at their PEAK --

-- and are PERFECTLY SAFE!

-- with NO ill effects!

...AND THAT'S THE FACTS!

AVENGERS MANSION, MANHATTAN. ■

HIS BREATHING -- IT'S SO SHALLOW!

LET'S MOVE -- MOVE --

AND THERE CAME A DAY UNLIKE ANY OTHER, WHEN EARTH'S MIGHTIEST HEROES WERE UNITED AGAINST A COMMON THREAT!
ON THAT DAY THE AVENGERS WERE BORN -- TO FIGHT THE FOES NO SINGLE HERO COULD WITHSTAND!
STAN LEE PRESENTS THE MIGHTY AVENGERS IN ...

THE THIRD MAN

HIS NAME IS DR. HENRY PYM -- A.K.A., AT THE MOMENT, YELLOWJACKET.

HE HAD BEEN WITH AN AVENGERS SQUAD IN CANADA, PROTECTING PRINCE EDWARD ISLAND FROM AN INVASION LED BY THE SUB-SEA BARBARIAN ATTUMA.

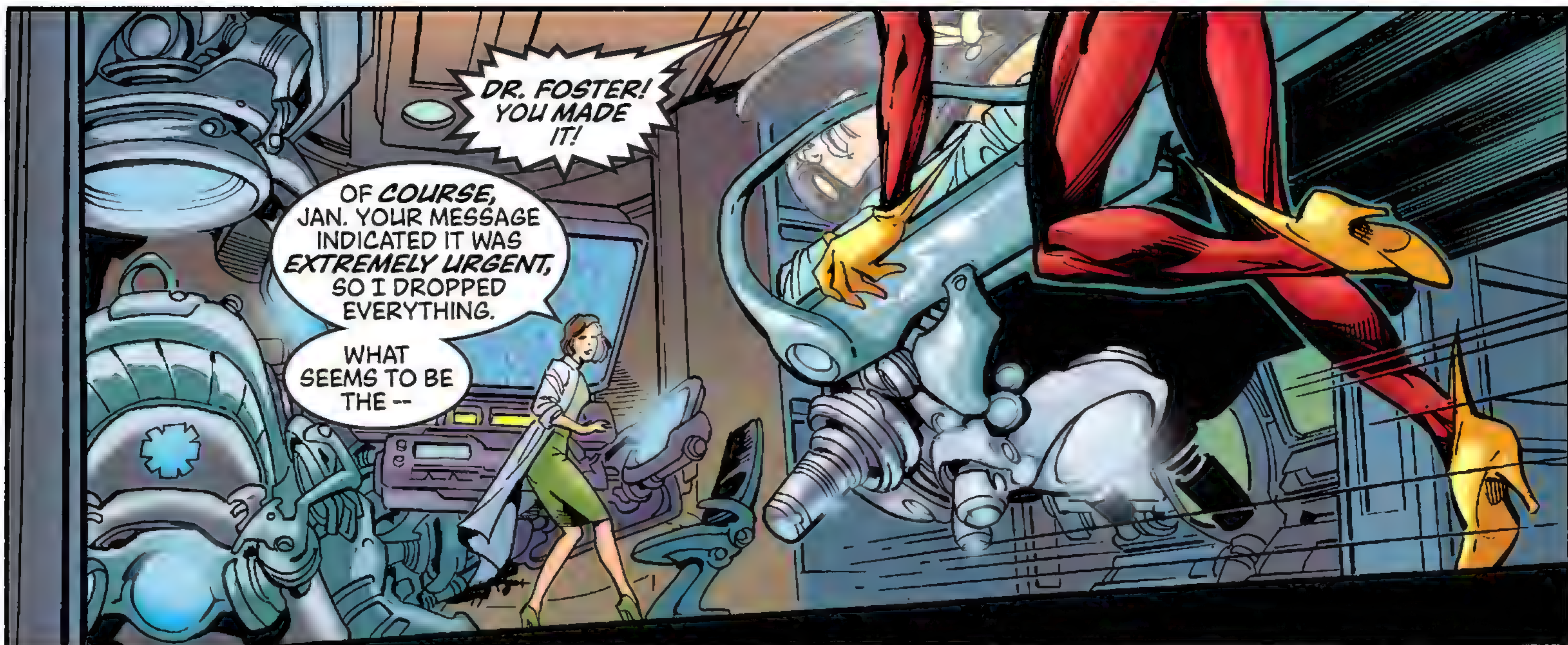
HE HAD BEEN ACTING STRANGELY, BUT BEFORE THE WASP, HIS EX-WIFE, LOVER AND TEAM LEADER, HAD A CHANCE TO ADDRESS IT WITH HIM --

-- HE COLLAPSED.

-- WE'VE GOT TO GET HANK TO THE MEDI-LAB --
FAST!

HE WAS RUSHED BY QUINJET TO AVENGERS MANSION, WHERE SHE HAD ARRANGED TO MEET --

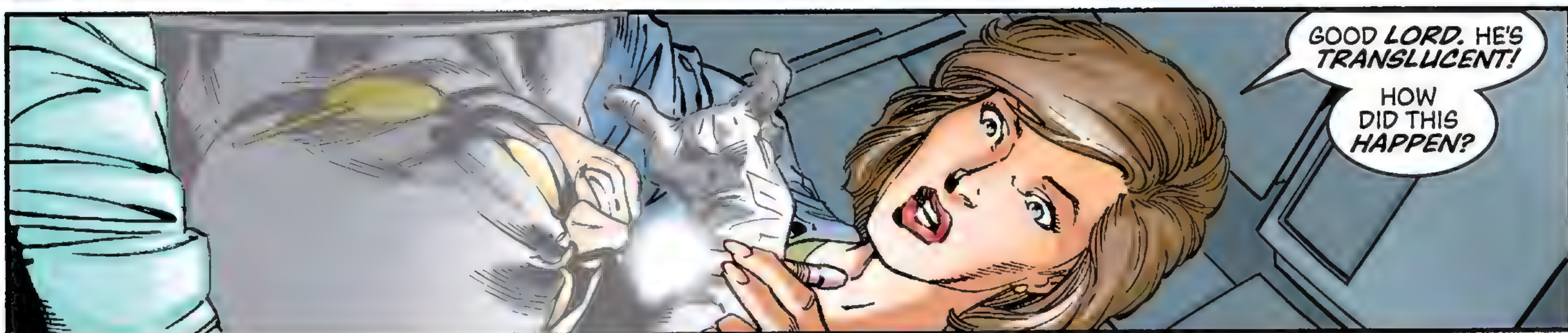
KURT BUSIEK WRITER **IVAN REIS** PENCILER **SCOTT HANNA** INKER
TOM SMITH COLORS RICHARD STARKINGS AND COMICRAFT'S ALBERT DESCHESNE LETTERS
MARC SUMERAK ASSISTANT EDITOR TOM BREVOORT EDITOR JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT



DR. FOSTER!
YOU MADE
IT!

OF COURSE,
JAN. YOUR MESSAGE
INDICATED IT WAS
EXTREMELY URGENT,
SO I DROPPED
EVERYTHING.

WHAT
SEEMS TO BE
THE --



GOOD LORD. HE'S
TRANSLUCENT!

HOW
DID THIS
HAPPEN?



WE DON'T *KNOW*, MA'AM.
HE JUST -- WELL, HE
JUST *IS*.

YOU'VE GOT
TO *HELP* HIM, JANE.
IF WE -- IF WE *LOSE*
HIM --!

HEY, *EASY*
THERE. I'M SURE
HE'LL BE -- I MEAN --
YOU'VE HAD *FREAKIER*
THAN THIS HAPPEN,
AN' IT WAS *FINE*,
RIGHT?

NOT THAT
I'M SAYIN' THIS
IS *FREAKY* -- I
JUST --



AND AS TRIATHLON
SEARCHES FOR THE
RIGHT WORDS --

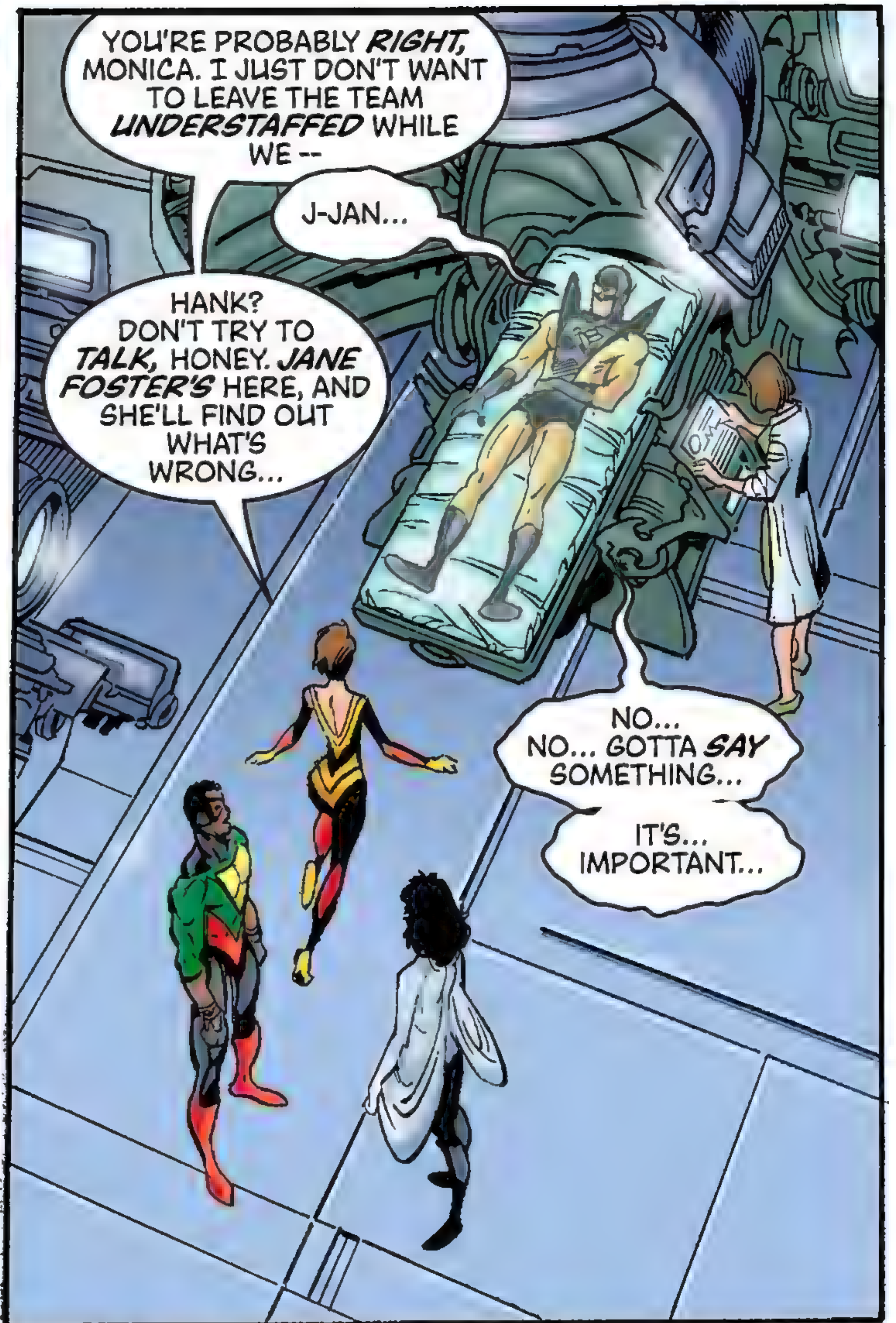
JAN!

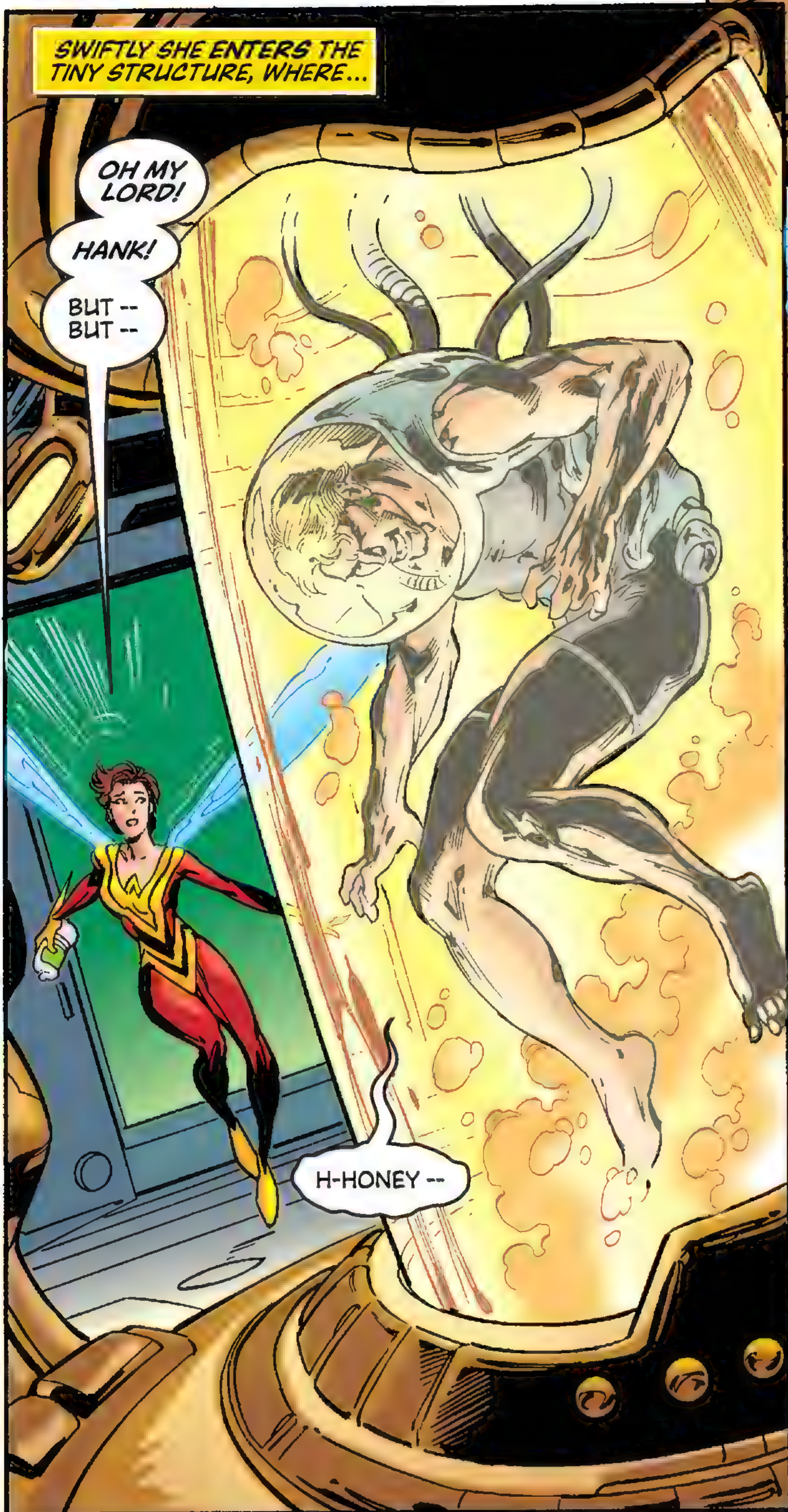
WHEW!
SOMEONE
ELSE!



I CAME AS QUICKLY
AS I *COULD*, JAN. IS THERE
ANY *NEWS*? ANYTHING I
CAN *DO* -- ?

NO *NEWS*,
PHOTON. NOT YET.
BUT I THOUGHT -- I'D
ASKED YOU TO GO TO
PRINCE EDWARD ISLAND,
BACKSTOP THE
OTHERS --





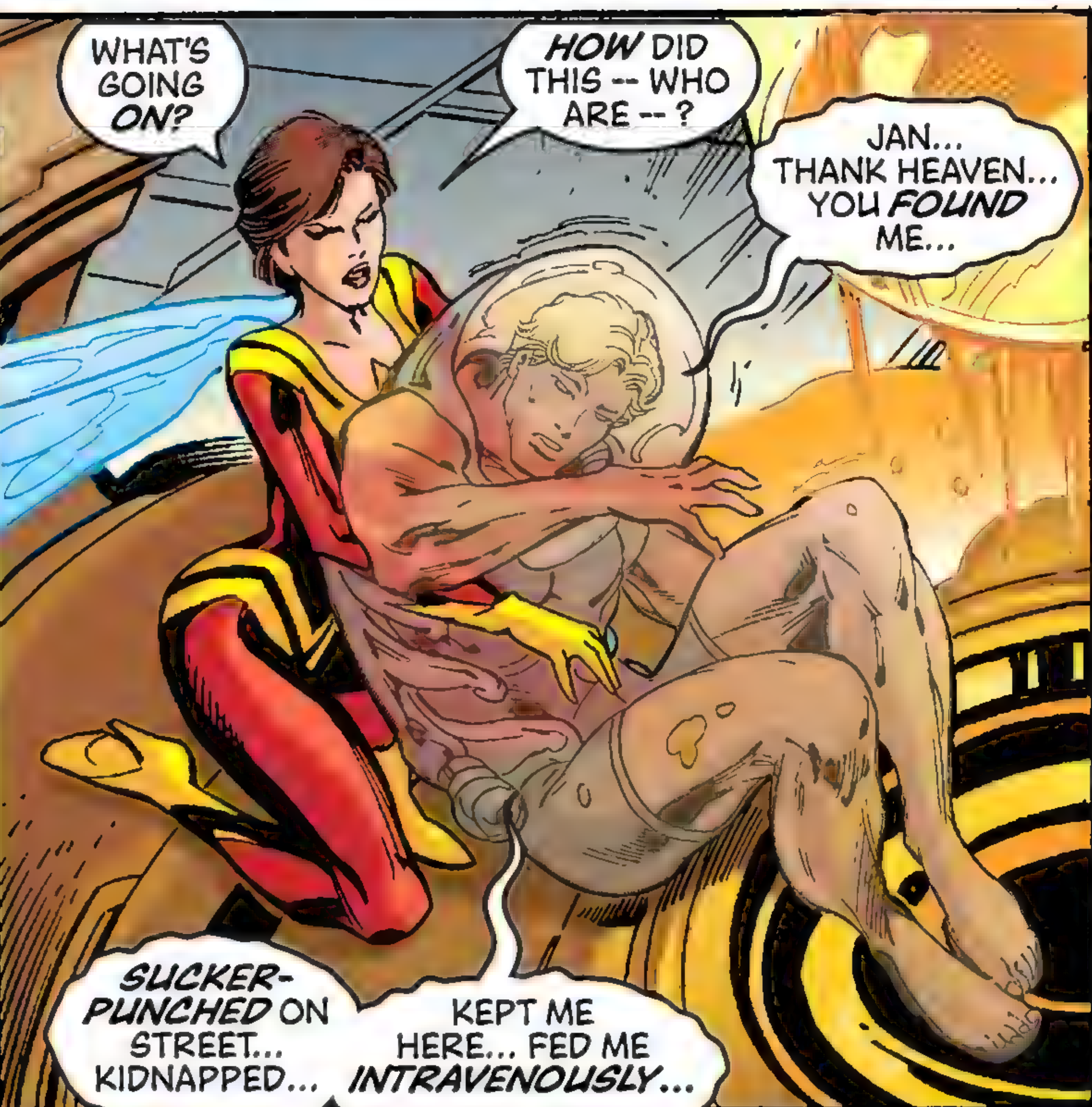
SWIFTLY SHE ENTERS THE TINY STRUCTURE, WHERE...

OH MY LORD!

HANK!

BUT -- BUT --

H-HONEY --



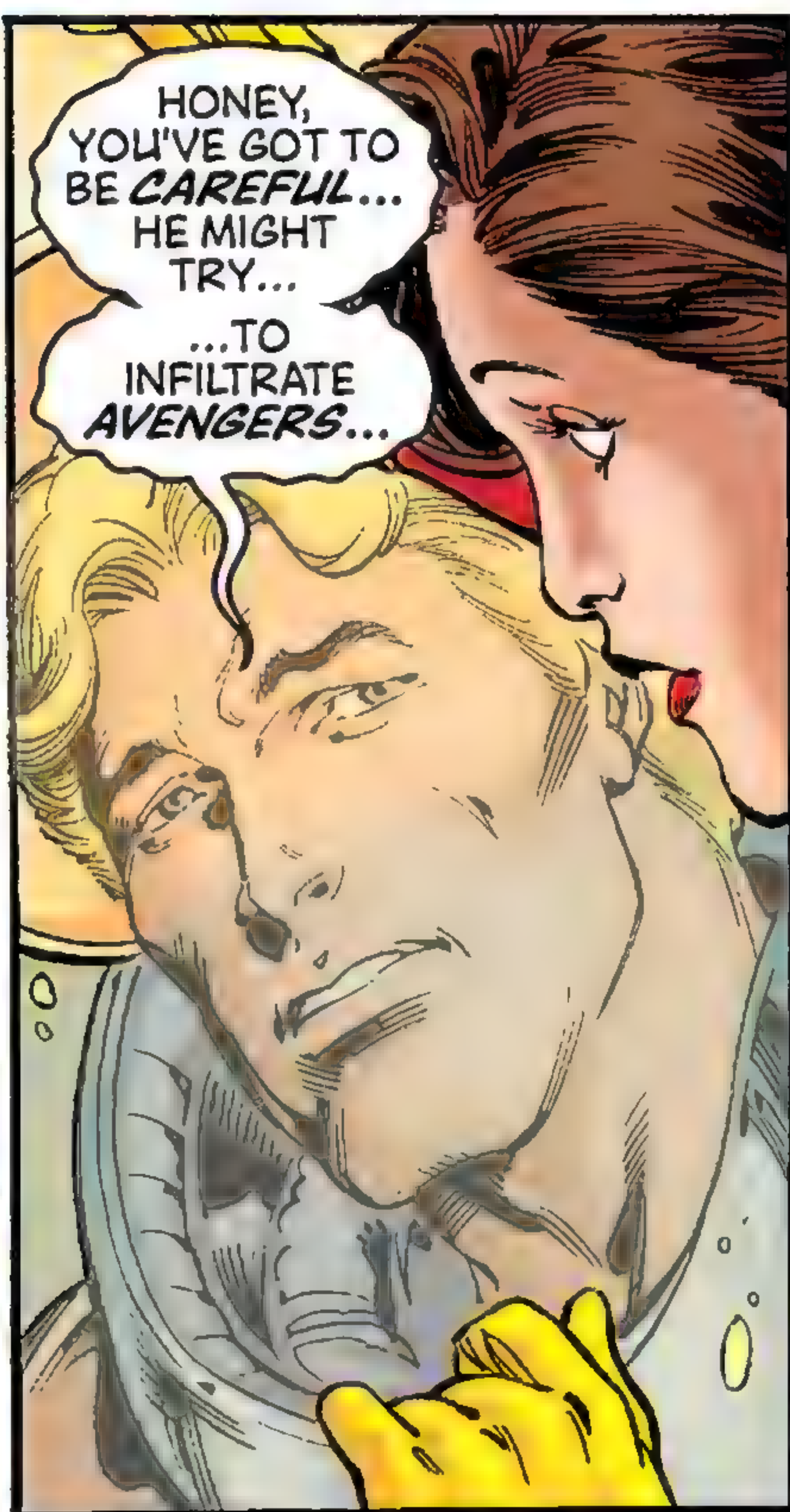
WHAT'S GOING ON?

HOW DID THIS -- WHO ARE -- ?

JAN... THANK HEAVEN... YOU FOUND ME...

SUCKER-PUNCHED ON STREET... KIDNAPPED...

KEPT ME HERE... FED ME INTRAVENOUSLY...



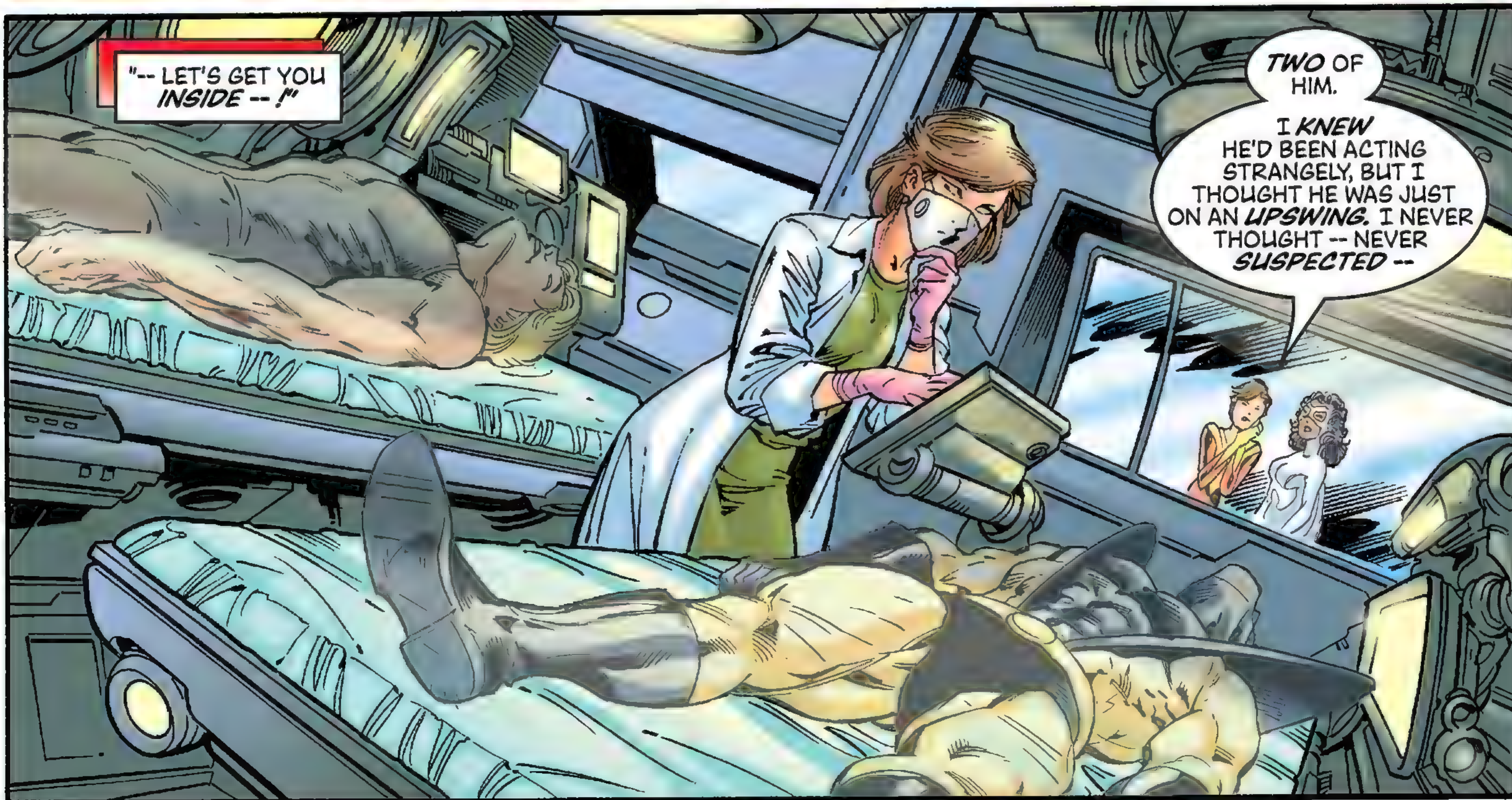
HONEY, YOU'VE GOT TO BE CAREFUL... HE MIGHT TRY... ...TO INFILTRATE AVENGERS...



I -- I --

I DON'T KNOW WHAT TO SAY.

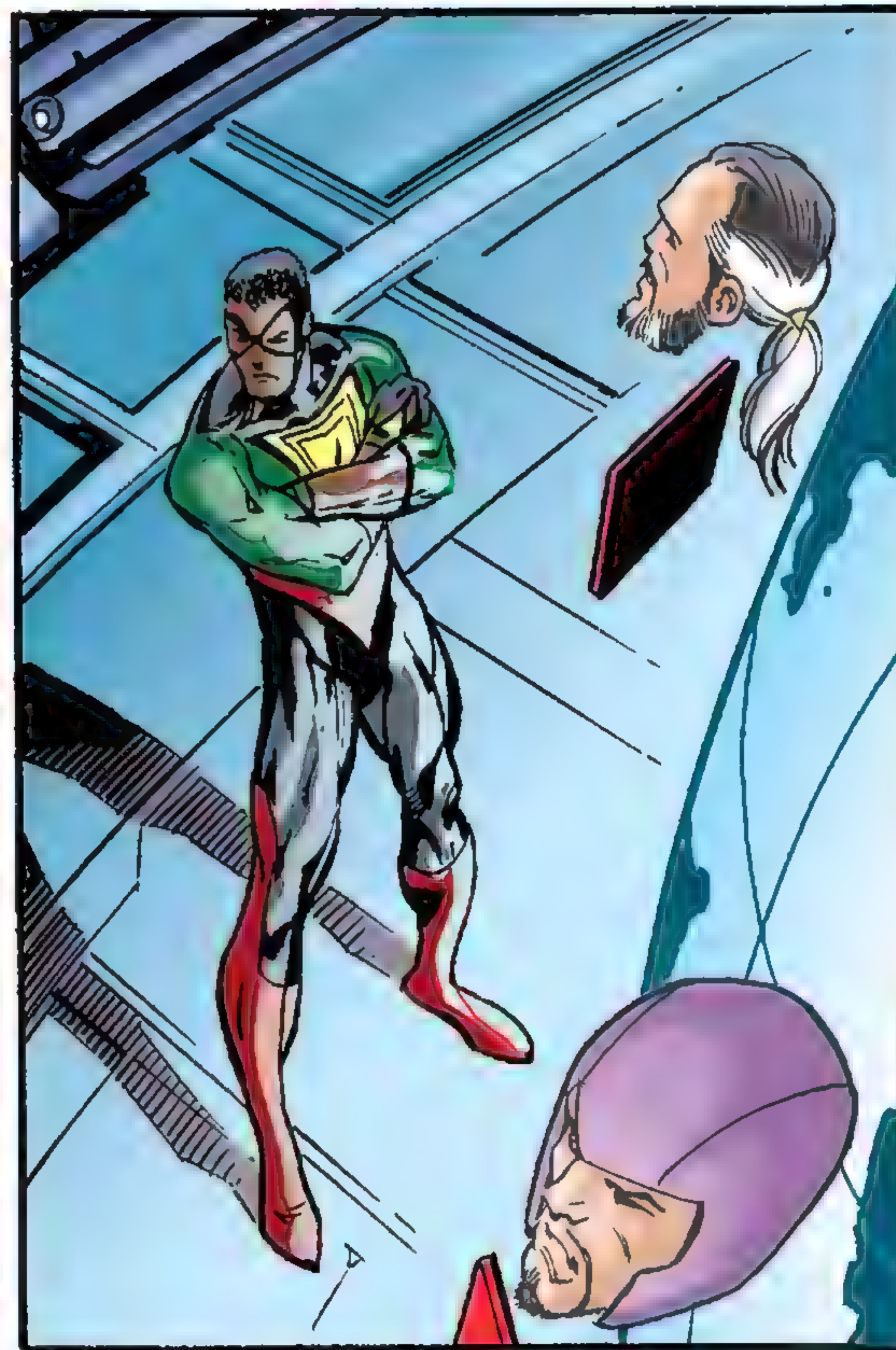
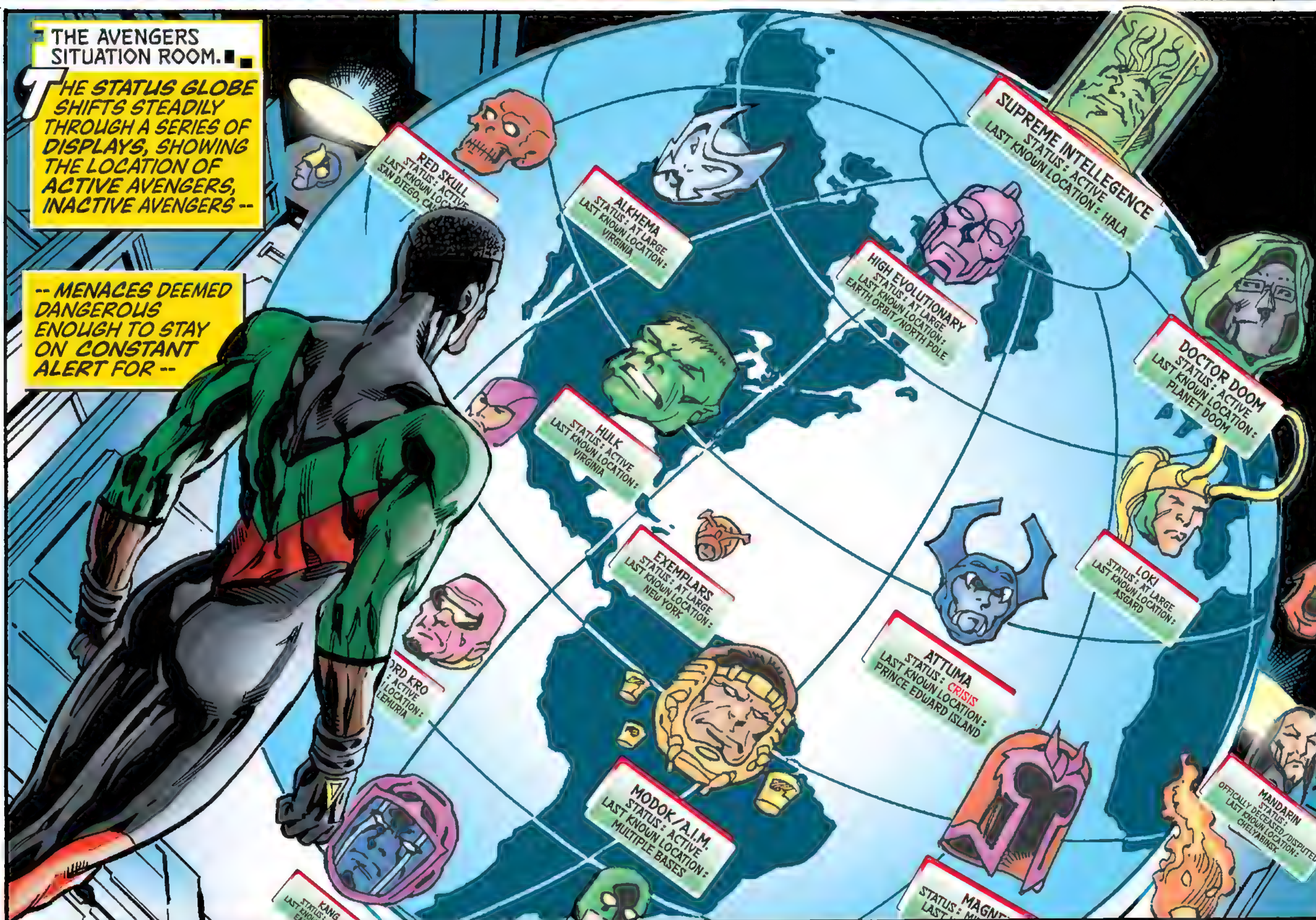
LET'S JUST --

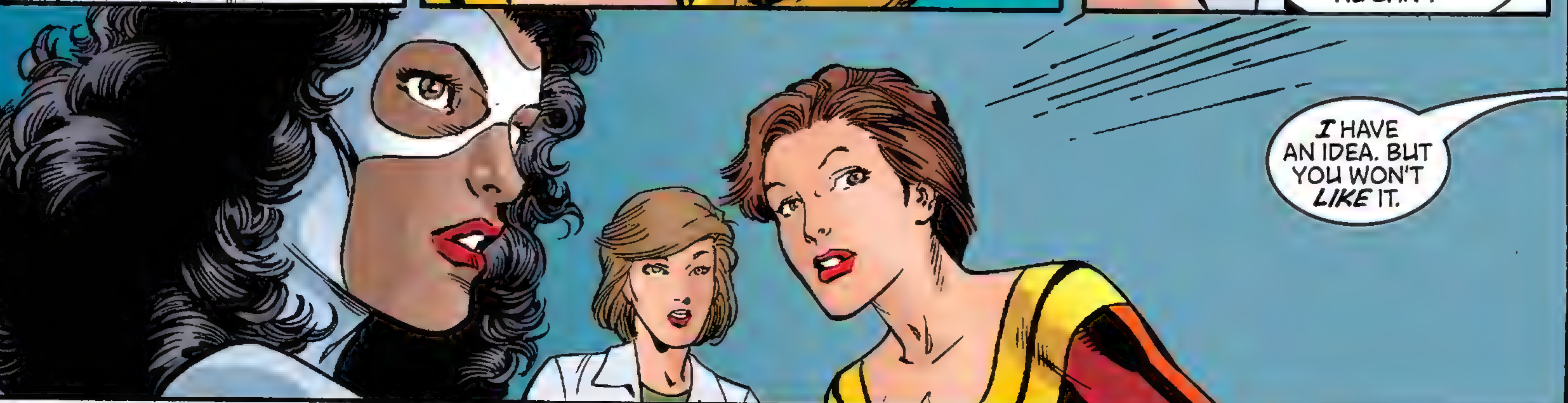
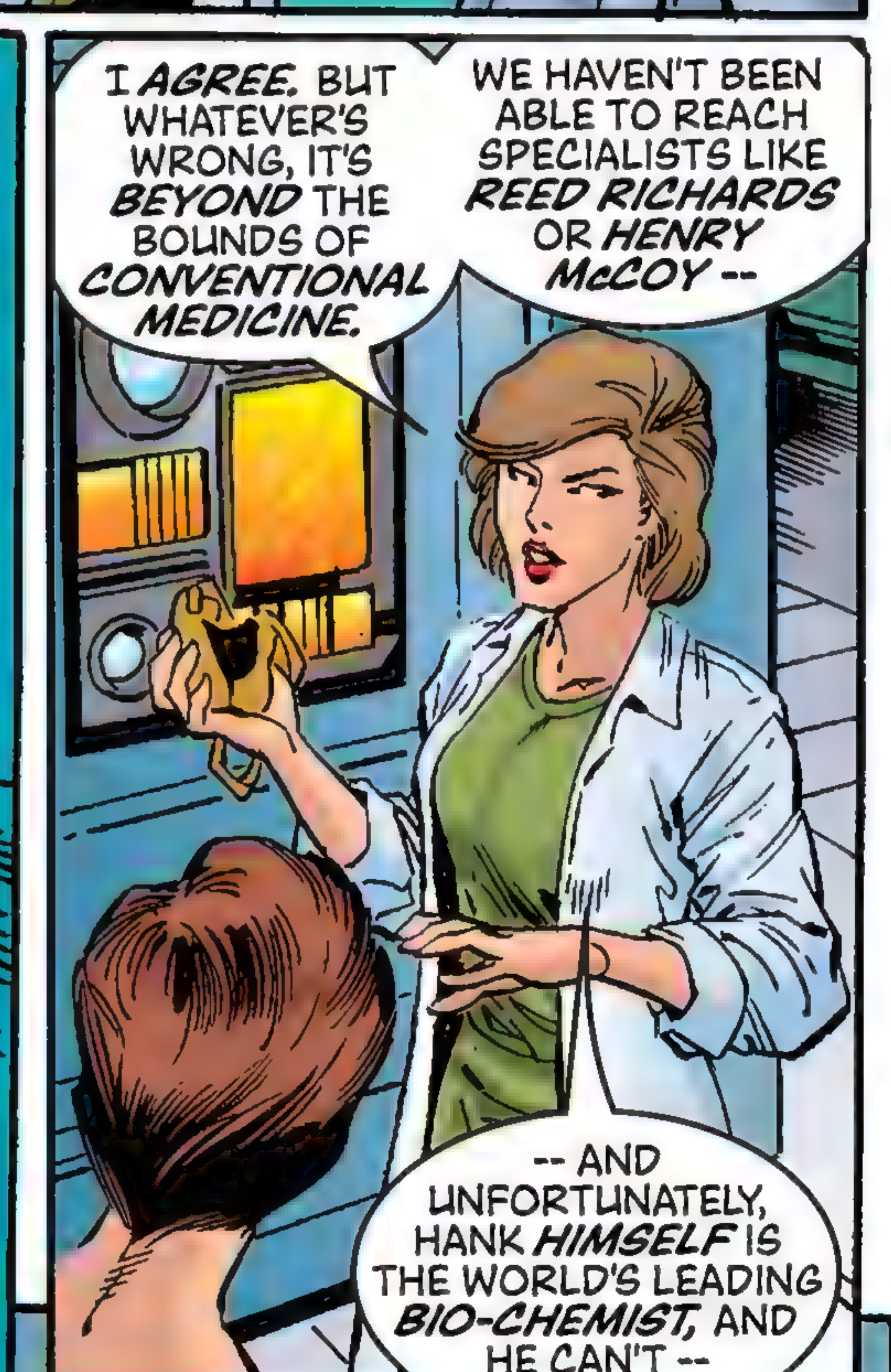
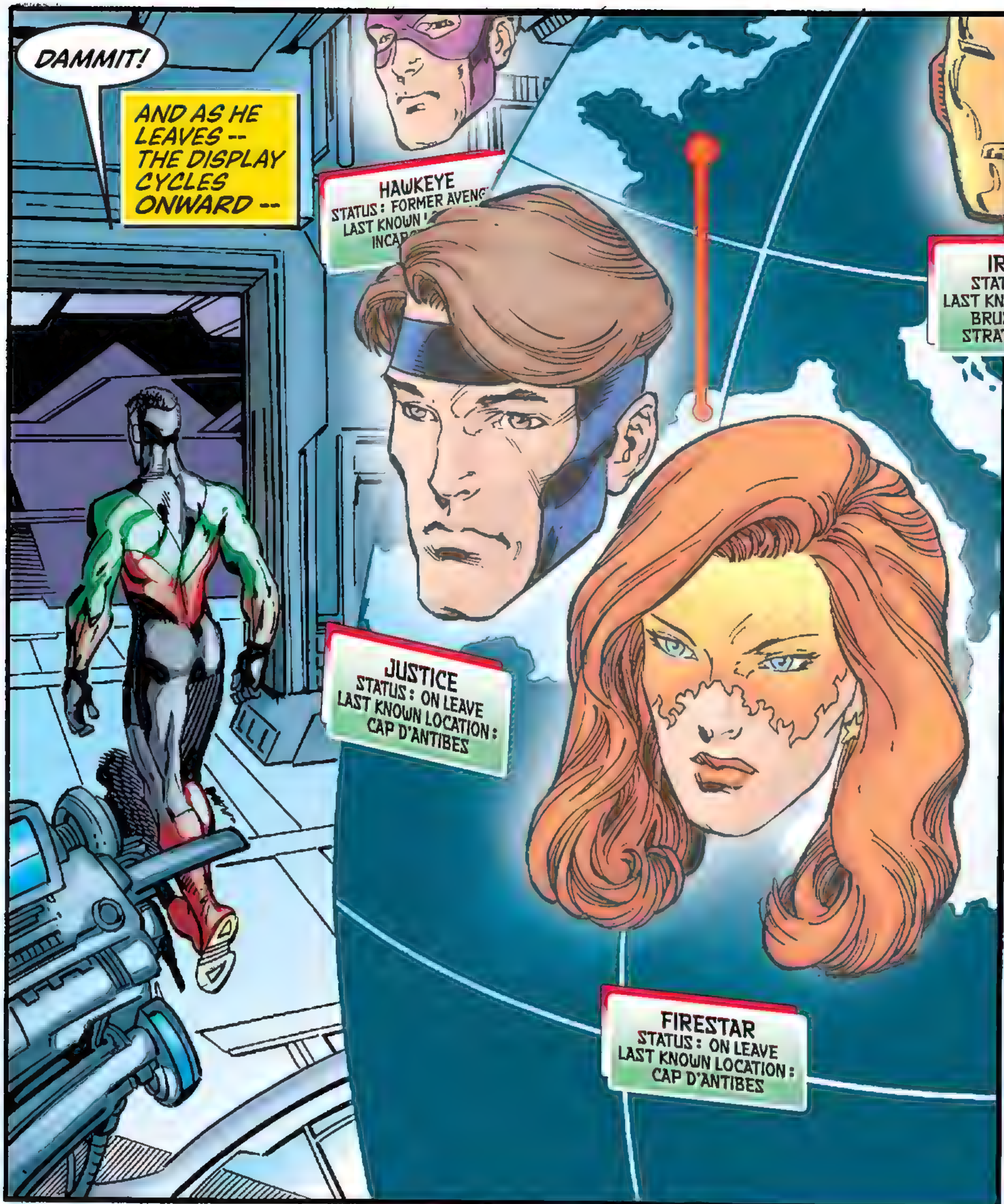


"-- LET'S GET YOU INSIDE -- !"

TWO OF HIM.

I KNEW HE'D BEEN ACTING STRANGELY, BUT I THOUGHT HE WAS JUST ON AN UPSWING. I NEVER THOUGHT -- NEVER SUSPECTED --



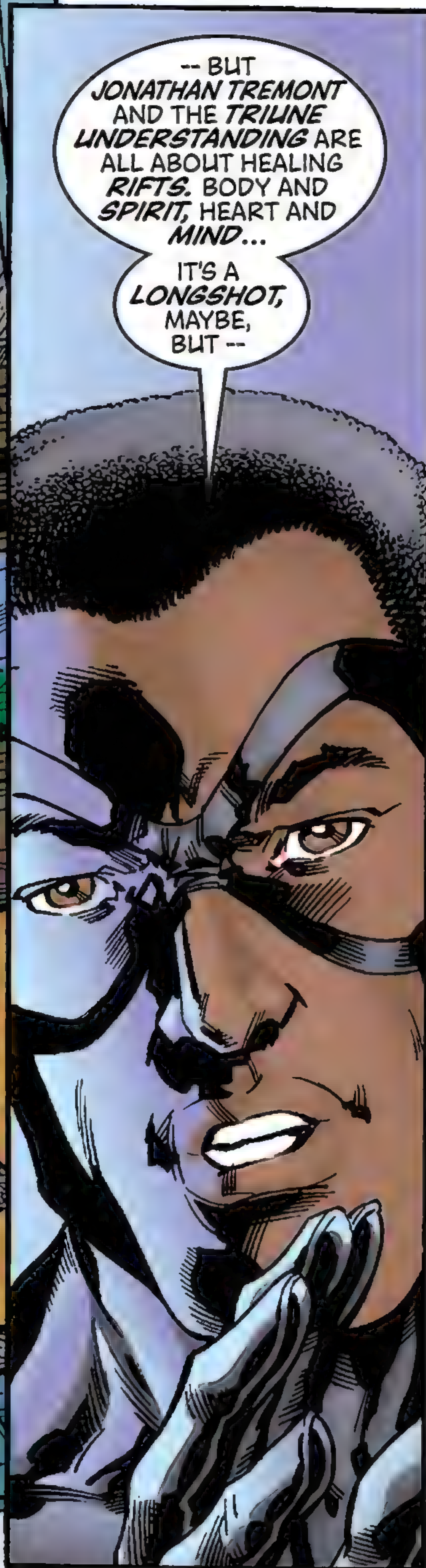




TRIATHLON...?

THERE'S SOME KINDA *SPLIT* HERE, MAYBE -- LIKE THE MAN'S BEEN *DIVIDED* INTO *TWO BEINGS*, AND NEITHER ONE'S ABLE TO SURVIVE ON ITS *OWN*.

AND, WELL, THIS KINDA *SPLIT* ISN'T THEIR *USUAL* LINE --



-- BUT *JONATHAN TREMONT* AND THE *TRIUNE UNDERSTANDING* ARE ALL ABOUT HEALING *RIFTS*. BODY AND *SPIRIT*, HEART AND *MIND*...

IT'S A *LONGSHOT*, MAYBE, BUT --



I -- I DON'T *KNOW*, TRIATHLON. THE *TRIUNE UNDERSTANDING*?

I MEAN -- I KNOW YOU *TRUST* THEM, AND I DON'T MEAN ANY OFFENSE -- BUT THE WAY THEY WENT *AFTER* US IN THE MEDIA --

-- PLANTED *PROTESTERS* AT OUR GATES --!



YOU DON'T *KNOW* THEY *DID* THAT! YOU DON'T *KNOW* THEY *DID* THAT!

I *SAID* YOU WOULDN'T LIKE IT. IT'S A *CHANCE*, THOUGH -- AND THE *TRIUNES* SAVED ME WHEN I NEEDED IT. PUT ME BACK *TOGETHER* -- AWAKENED MY *POWERS* --

IT'S --



-- IT'S ALL I GOT TO *OFFER* A GUY WHO WAS ALWAYS *DECENT* TO ME.

BUT FORGET I *SAID* ANYTHING.



NO -- NO, *WAIT!*

I DON'T WANT TO *LOSE* HIM. AND I DON'T KNOW *ANYTHING ELSE* TO TRY...!

CHAPTER TWO: DESPERATE MEASURES

CALLEYVILLE, TEXAS.

WORLD HEADQUARTERS OF THE TRIUNE UNDERSTANDING.

THE UNDERSTANDING HAS BEEN CALLED A SELF-HELP GROUP, A NEW AGE RELIGION, A CULT PREYING ON THE WEAK-MINDED, AND MORE.

AND SINCE THE AVENGERS SUSPECTED THE UNDERSTANDING OF HARBORING A DANGEROUS SUPER-VILLAIN --

WELCOME, WELCOME!

YOU HAVE MY DEEPEST SYMPATHIES ON DR. PYM'S CONDITION, MADAME WASP -- AND I AM ENTIRELY AT YOUR SERVICE.

I, AH -- THANK YOU, MISTER TREMONT.

I KNOW OUR TWO ORGANIZATIONS HAVEN'T, AH, SEEN EYE-TO-EYE IN THE PAST --

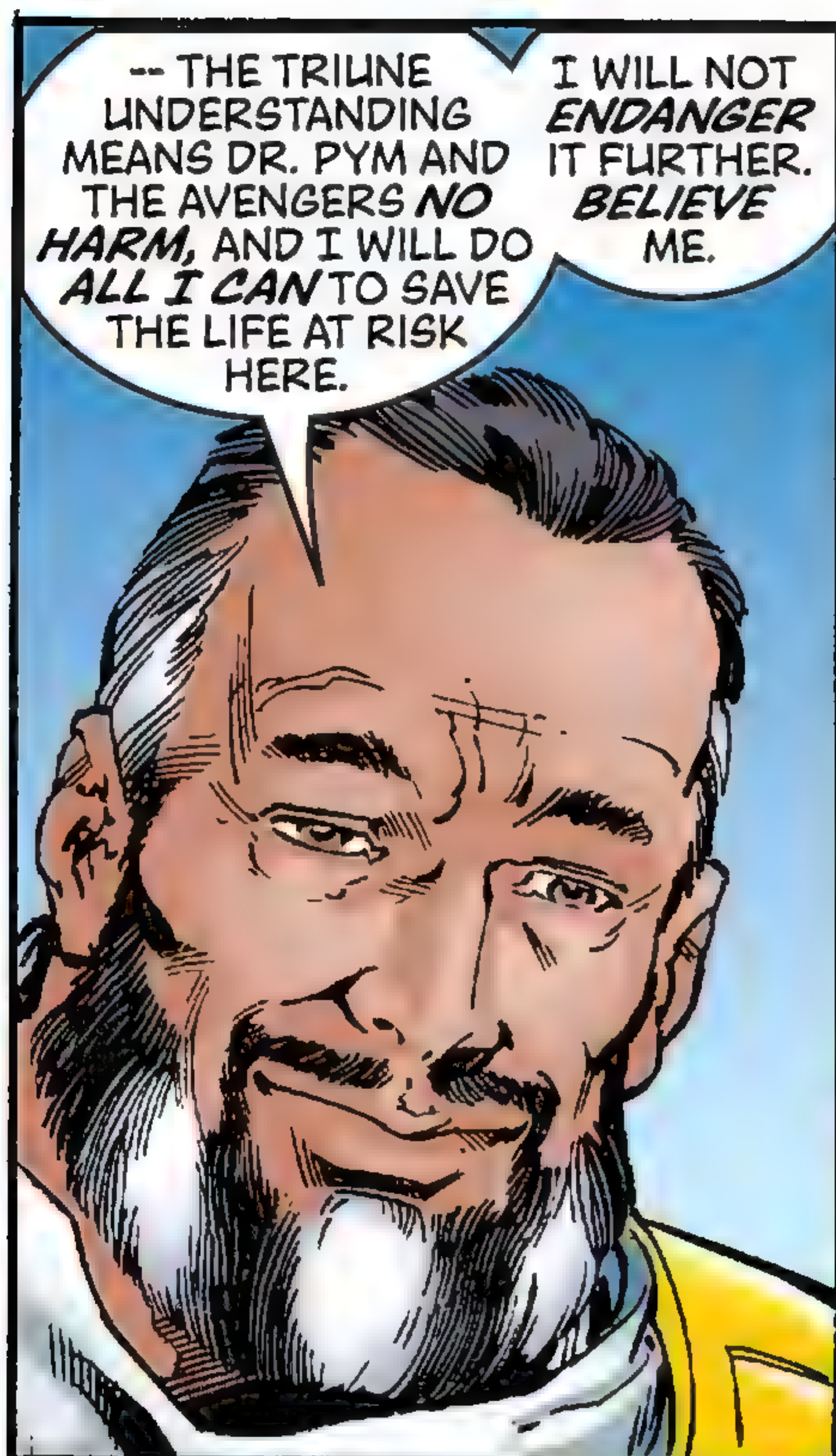
-- THERE HAS BEEN BAD BLOOD BETWEEN THE AVENGERS AND THE TRIUNE --

-- EXTENDING TO THE CIRCUMSTANCES UNDER WHICH TRIATHLON, THE UNDERSTANDING'S MOST FAMOUS ADHERENT, JOINED THE TEAM.

PLEASE, MS. VAN DYNE -- DON'T GIVE IT A MOMENT'S THOUGHT. I KNOW OF YOUR RESERVATIONS, AND CAN'T HELP BUT UNDERSTAND THEM.

WE ARE... A DIFFICULT CONCEPT FOR OUTSIDERS.

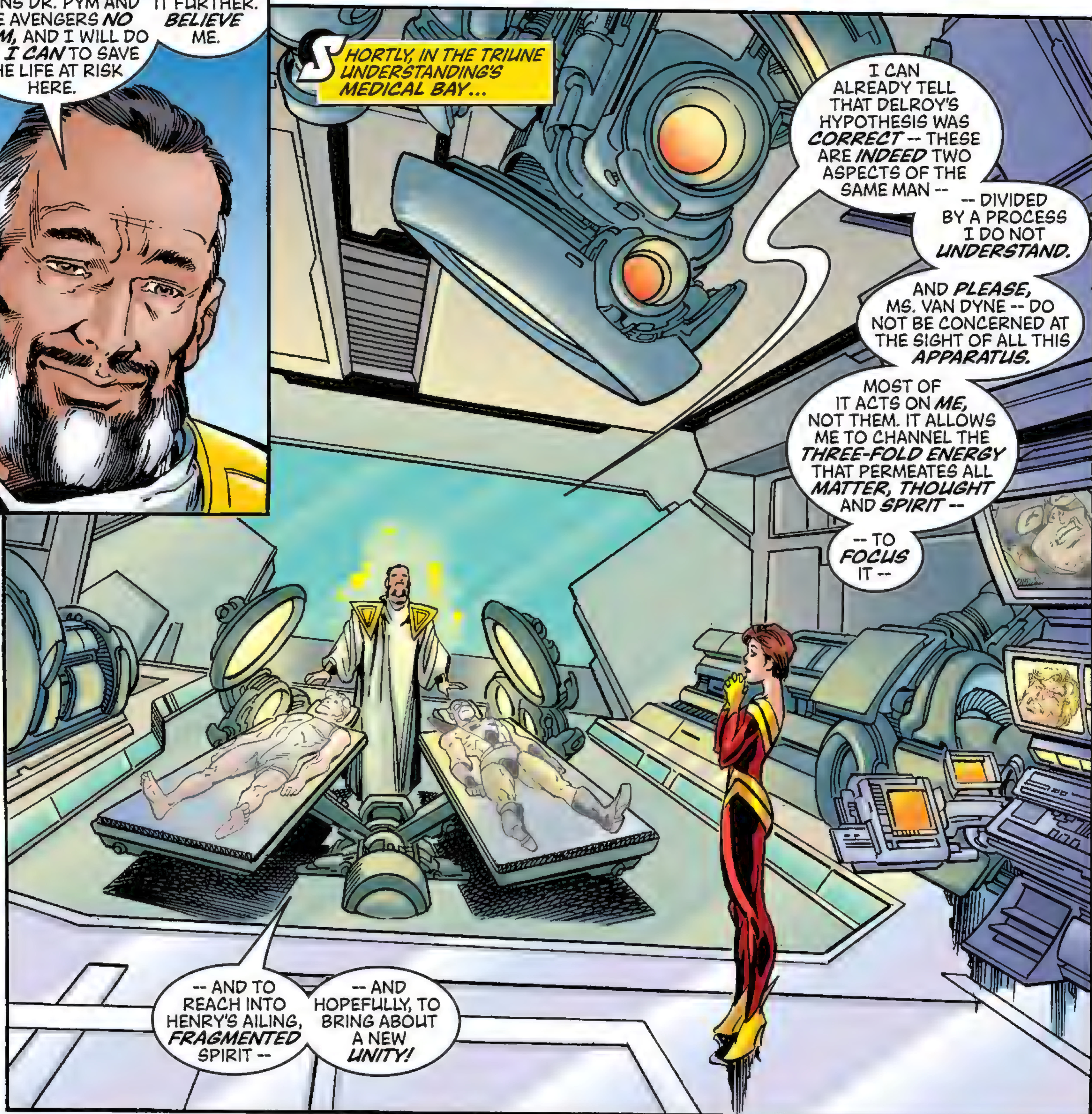
BUT DELROY -- TRIATHLON -- HAS BROUGHT ME UP TO DATE ON THE PROBLEMS THE GOOD DOCTOR IS EXPERIENCING, AND I ASSURE YOU --



-- THE TRIUNE UNDERSTANDING MEANS DR. PYM AND THE AVENGERS **NO HARM**, AND I WILL DO **ALL I CAN** TO SAVE THE LIFE AT RISK HERE.

I WILL NOT **ENDANGER** IT FURTHER. **BELIEVE** ME.

SHORTLY, IN THE TRIUNE UNDERSTANDING'S MEDICAL BAY...



I CAN ALREADY TELL THAT DELROY'S HYPOTHESIS WAS **CORRECT** -- THESE ARE **INDEED** TWO ASPECTS OF THE SAME MAN --

-- DIVIDED BY A PROCESS I DO NOT UNDERSTAND.

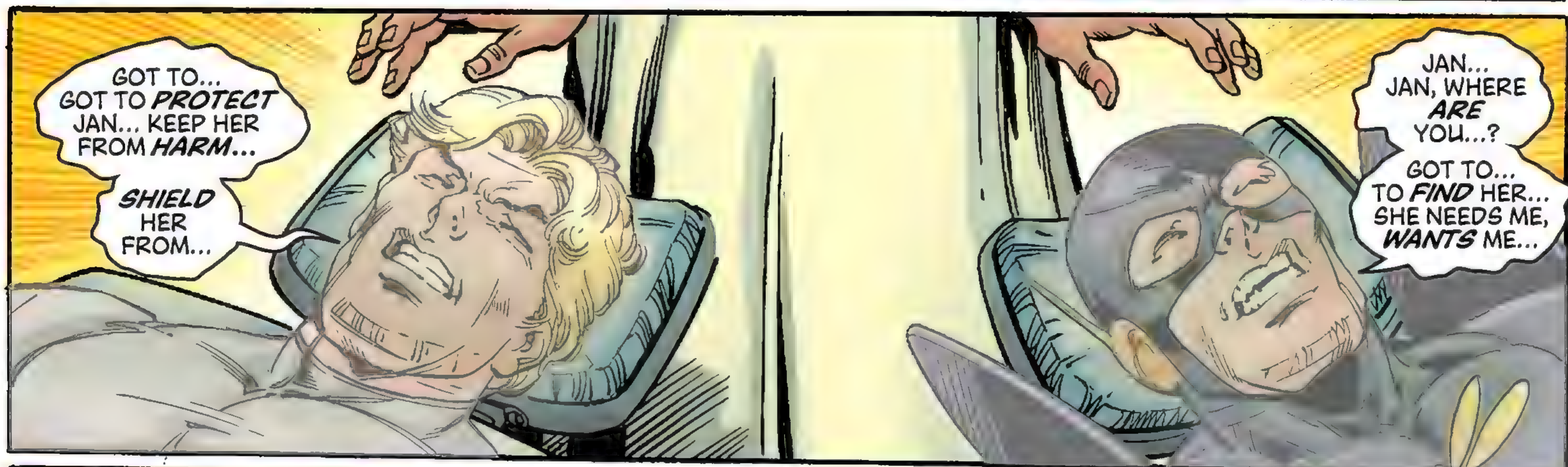
AND PLEASE, MS. VAN DYNE -- DO NOT BE CONCERNED AT THE SIGHT OF ALL THIS APPARATUS.

MOST OF IT ACTS ON **ME**, NOT THEM. IT ALLOWS ME TO CHANNEL THE **THREE-FOLD ENERGY** THAT PERMEATES ALL MATTER, THOUGHT AND SPIRIT --

-- TO **FOCUS** IT --

-- AND TO REACH INTO HENRY'S AILING, **FRAGMENTED SPIRIT** --

-- AND HOPEFULLY, TO BRING ABOUT A NEW **UNITY!**



GOT TO... GOT TO **PROTECT** JAN... KEEP HER FROM **HARM**...

SHIELD HER FROM...

JAN... JAN, WHERE **ARE** YOU...?

GOT TO... TO **FIND** HER... SHE NEEDS ME, **WANTS** ME...

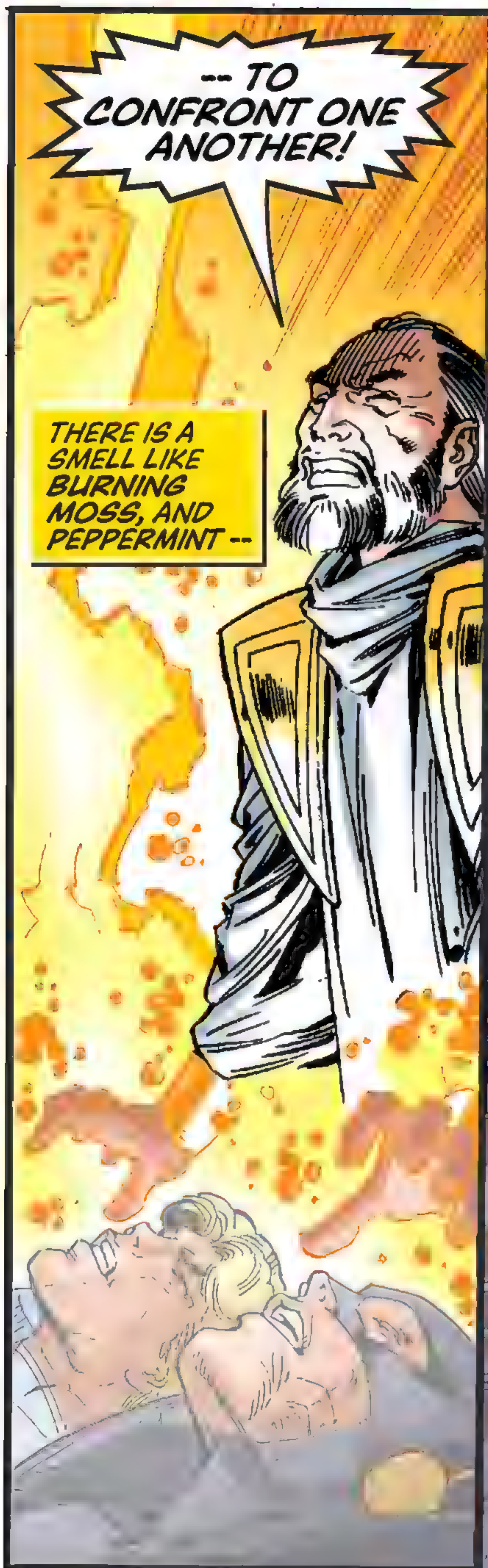


HOW **STRANGE**.

I SENSE A DEEP **DIVISION** -- DEEPER THAN I WOULD HAVE THOUGHT **POSSIBLE**. IT IS ALMOST AS IF THE TWO HALVES ARE **REJECTING** ONE ANOTHER --

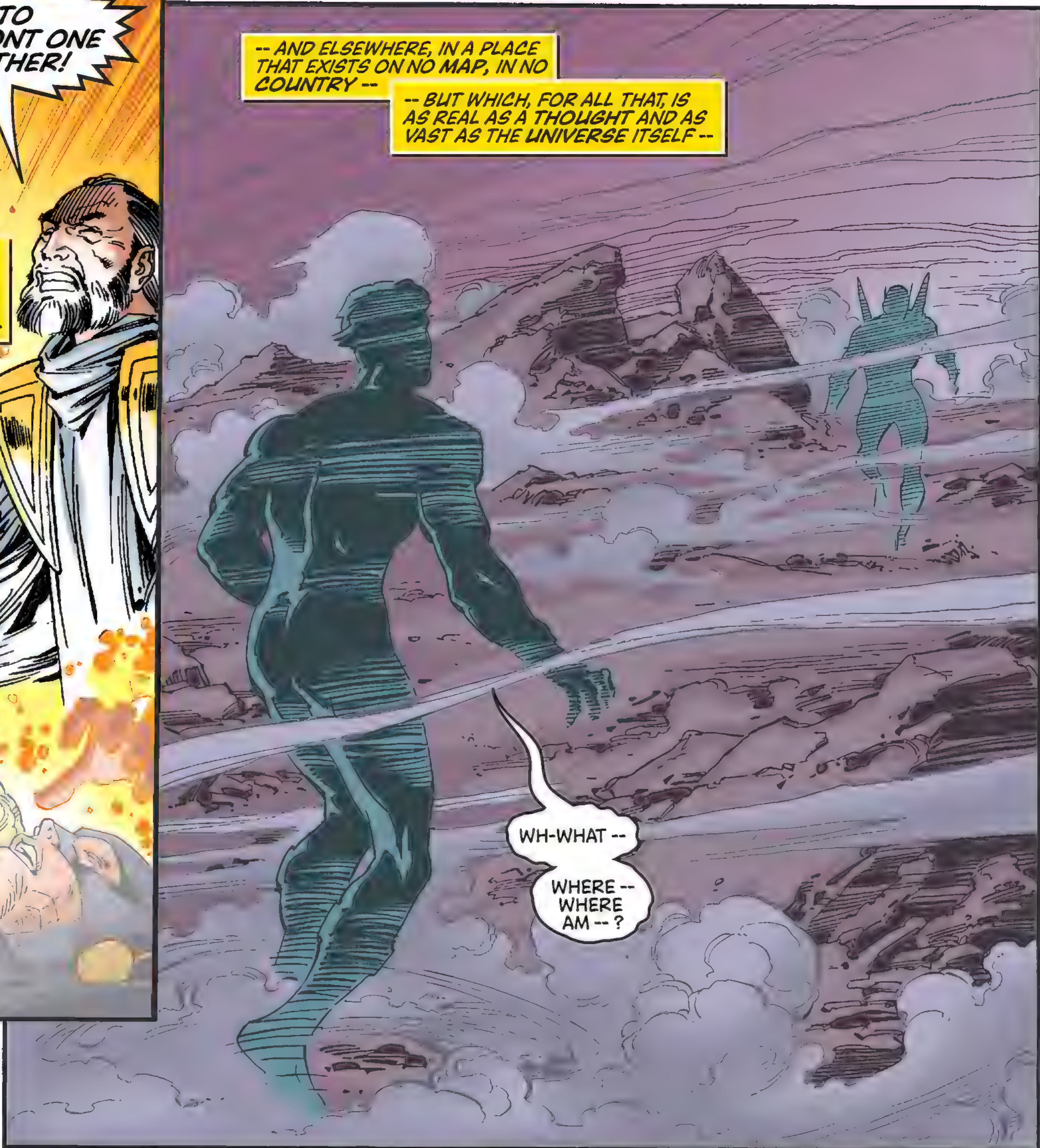
-- EACH WORKING TO FORCE ITS OPPOSITE NUMBER **FURTHER AWAY**.

BUT THAT IS **UNACCEPTABLE**. THEY CANNOT **LAST** LONG APART -- AND SO THEY **MUST** BE MADE --



-- AND ELSEWHERE, IN A PLACE THAT EXISTS ON NO MAP, IN NO COUNTRY --

-- BUT WHICH, FOR ALL THAT, IS AS REAL AS A THOUGHT AND AS VAST AS THE UNIVERSE ITSELF --





SO WHAT'S THE PHRASE? "ILL MET BY MOONLIGHT..."?

I'M SURE YOU'D KNOW...

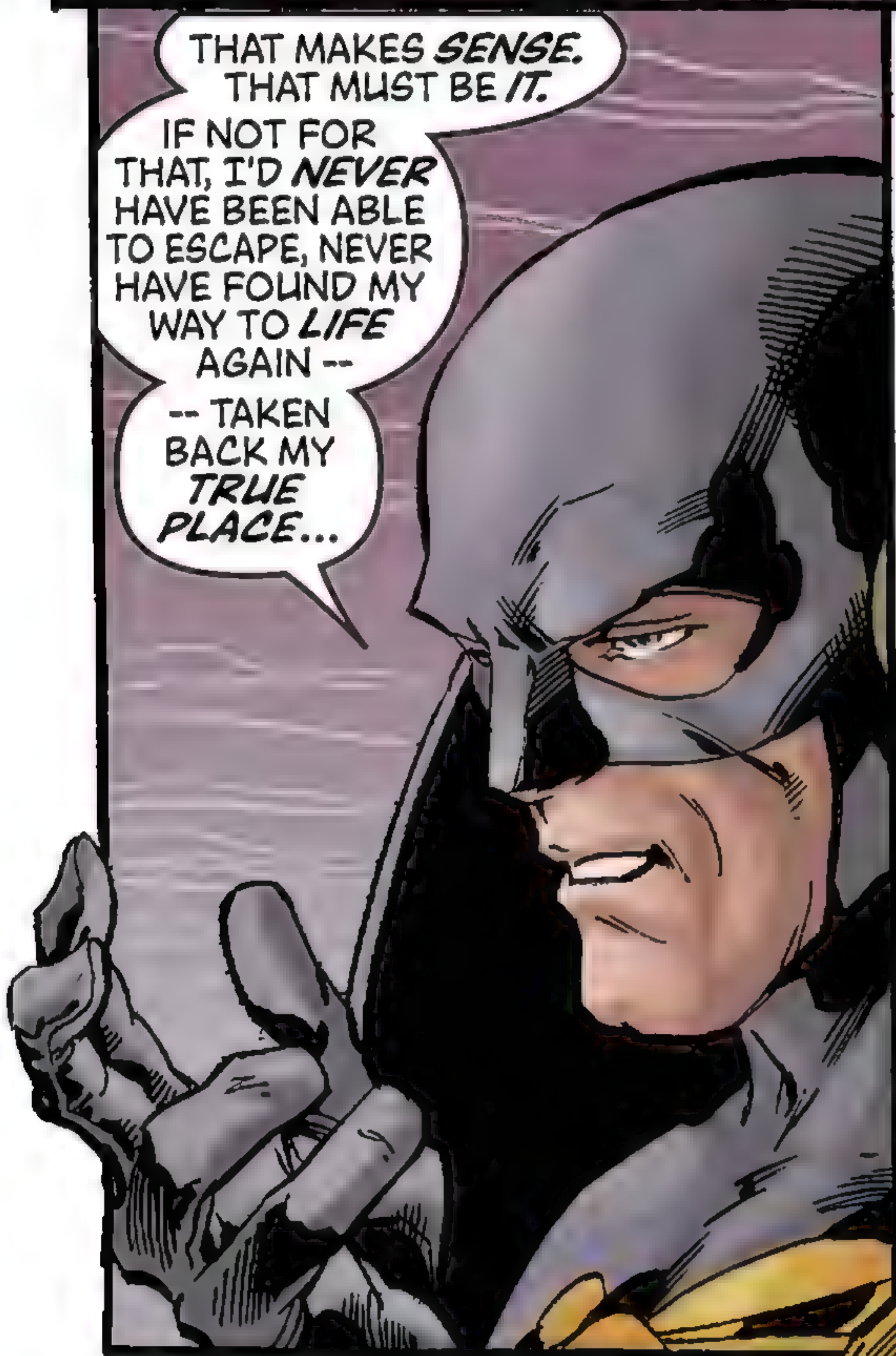
SHUT UP -- I'M THINKING. AND THERE'S NO MOON HERE.

I *KNEW* SOMETHING HAD HAPPENED -- BUT I DIDN'T KNOW *WHAT*. WHEN THE AVENGERS WERE IN *COSTA VERDE* --

-- WHEN I WAS TRANSFORMED BY *KULAN GATH'S* SPELL INTO A VERSION OF *YOU* --

-- THAT'S WHEN THE *SYMPTOMS* STARTED! THAT'S WHEN *YOU* CAME INTO EXISTENCE!

IT WAS HARD TO *GROW* FOR A WHILE -- WE WERE DRAWING ON THE SAME *MASS*...!



THAT MAKES *SENSE*. THAT MUST BE IT.

IF NOT FOR THAT, I'D *NEVER* HAVE BEEN ABLE TO ESCAPE, NEVER HAVE FOUND MY WAY TO *LIFE* AGAIN --

-- TAKEN BACK MY *TRUE* PLACE...



YOUR PLACE?!

YOU'RE THE *FAKE*! YOU'RE THE COPY, THE *INTRUDER* -- !



HAH!

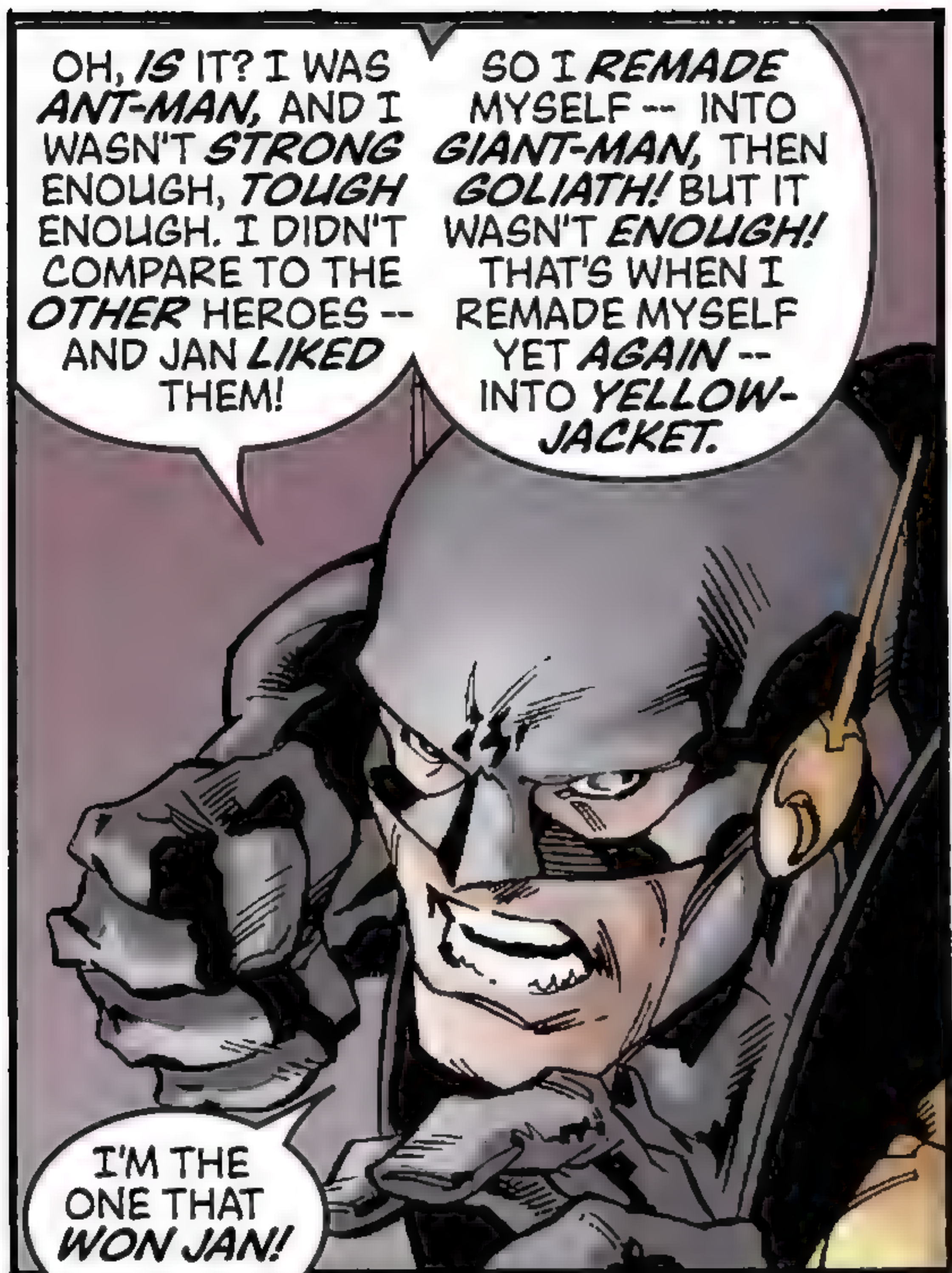
NO, IT'S *YOU* -- YOU'RE THE ONE WHO *TOOK OVER*, FORCED ME OUT. YOU'RE THE *USURPER*, THE *PHONY*.

AND YOU'VE BEEN ONE FOR A *LONG TIME*...!



THAT'S A LIE!

THAT'S A DAMNED LIE!





WHILE, IN CALLEYVILLE...

...LUNATIC...

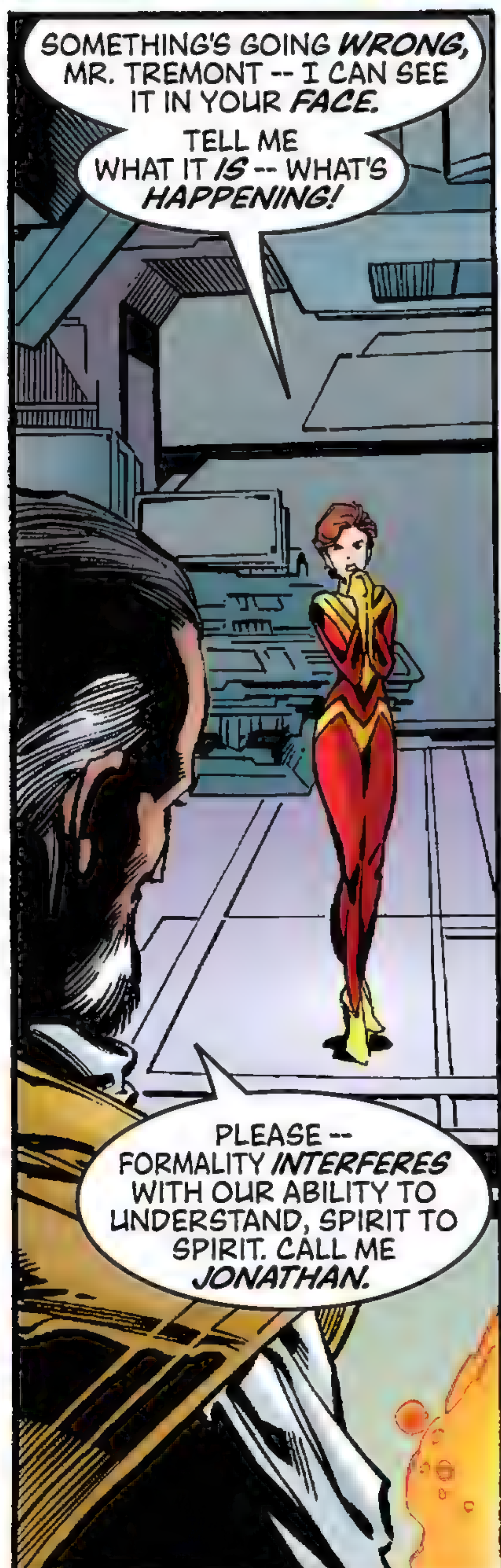
...GLORY-HOUND...

HMM.

THIS IS... ODD...

...COWARD...

...SISSY-BOY...



SOMETHING'S GOING *WRONG*, MR. TREMONT -- I CAN SEE IT IN YOUR *FACE*.

TELL ME WHAT IT *IS* -- WHAT'S HAPPENING!

PLEASE -- FORMALITY *INTERFERES* WITH OUR ABILITY TO UNDERSTAND, SPIRIT TO SPIRIT. CALL ME JONATHAN.



AND THESE THINGS ALWAYS COMES IN *THREES*, IN MY EXPERIENCE. WE HAVE *TWO* FORCES IN OPPOSITION HERE, TWO *FRAGMENTS*. BUT I DO NOT *KNOW* HENRY WELL, AND DO NOT KNOW WHAT THAT *THIRD* FACTOR MIGHT BE.



I KNOW.

AT LEAST -- I *THINK* I KNOW. THE THIRD FACTOR, THE RIFT *BETWEEN* THEM... IT'S...

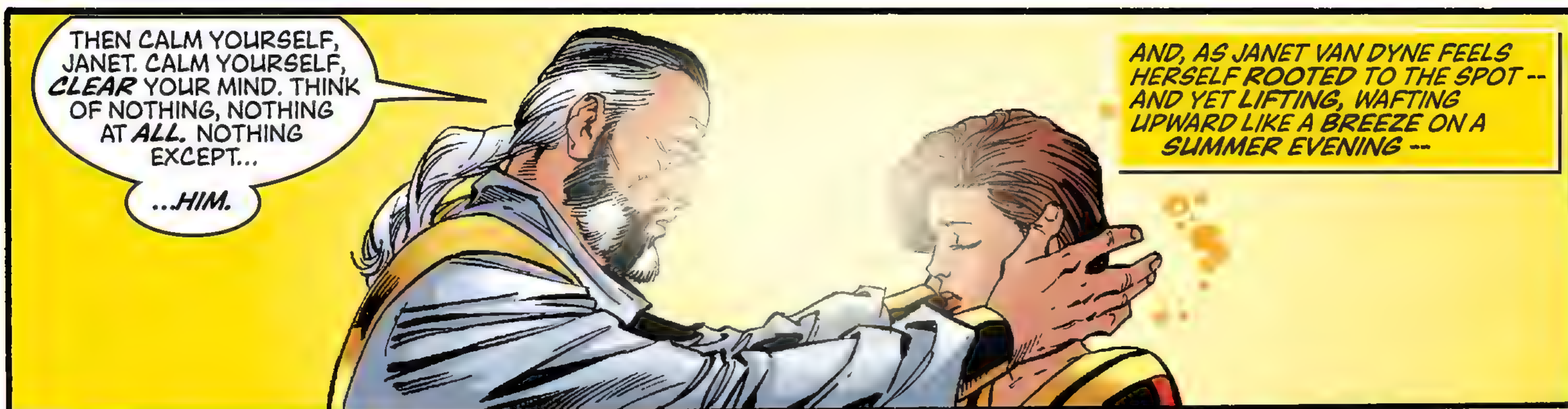
...IT'S ME.



THAT WOULD BE... *MOST* UNUSUAL. BUT THERE IS MUCH WE DO NOT *UNDERSTAND*, MUCH I *CANNOT* KNOW AS FACT.

TELL ME, THEN. ARE YOU WILLING TO TAKE A *RISK* TO SAVE THIS MAN? TO PUT *YOUR OWN* SOUL IN DANGER?

I'LL DO *ANYTHING*, JONATHAN. *ANYTHING* IT TAKES.



THEN CALM YOURSELF, JANET. CALM YOURSELF, *CLEAR* YOUR MIND. THINK OF NOTHING, NOTHING AT *ALL*. NOTHING EXCEPT...

...HIM.

AND, AS JANET VAN DYNE FEELS HERSELF ROOTED TO THE SPOT -- AND YET LIFTING, WAFTING UPWARD LIKE A BREEZE ON A SUMMER EVENING --



DO YOU *KNOW* WHAT IT IS HE'S DOING... *DELROY*, IS IT?

YEAH, IT'S *DELROY*. *DELROY* GARRETT, JR.

AN' NO -- I DON'T HAVE THE *FIRST CLUE*. BUT I'LL TELL YOU THIS -- IF *ANY-ONE* CAN CURE HANK, IT'S *JONATHAN TREMONT*. I'D BET MY LIFE ON HIM.

I ALREADY *DID*, A WHILE BACK.

HAVEN'T REGRETTED IT FOR A *SECOND*.

I'VE BEEN OUT OF THE *LOOP*, *DELROY* -- AWAY FROM THE TEAM, AND THEN STATIONED AT THE ASTEROID *MONITOR BASE*. SO TELL ME --

-- TELL ME ABOUT THE *TRIUNE UNDERSTANDING* -- AND WHY THERE'S SUCH *TENSION* BETWEEN YOU AND THE AVENGERS OVER IT.

UH-UH. I'M NOT DOIN' *ANYTHING* COULD GET ME ACCUSED OF TRYIN' TO *CONVERT* PEOPLE.

TOO MANY AVENGERS ALREADY HALF-THINK I'M A *SPY* -- THINK THE UNDERSTANDING'S OUT TO *GET* THEM. NO OFFENSE, *MONICA* --

-- BUT IF YOU WANT TO KNOW ABOUT THE *TRIUNES*, THERE'S *BROCHURES* IN THE LOBBY.

OKAY, IF THAT'S HOW YOU *WANT* IT.

I'LL GO FOR A *WALK*, STRETCH MY LEGS.

MAYBE I'LL FIND THE *LOBBY*...





YES! DON'T YOU SEE? HE'S DANGEROUS!

YOU MARRIED HIM -- BUT HE WAS CRAZY, WASN'T RIGHT! AND THEN LATER, WHEN THINGS WENT BAD --

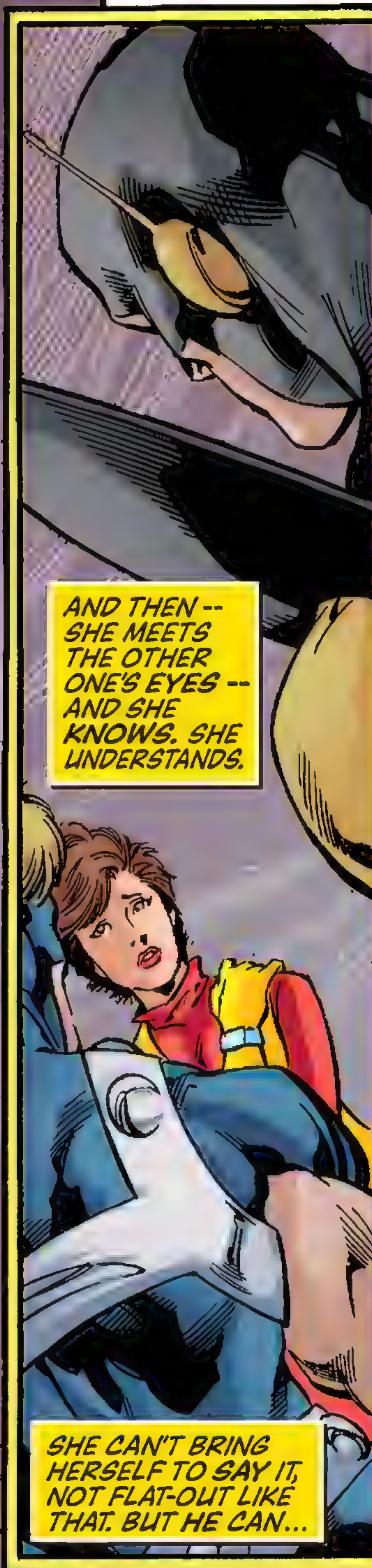
-- HE WAS THE ONE WHO HIT YOU, JAN! THE ONE WHO HURT YOU!



PLEASE, HONEY. YOU'VE GOT TO LISTEN TO ME!

HE'S IMPULSIVE, THOUGHTLESS -- HE JUST REACTS! LEAPS HEADLONG INTO TROUBLE, LASHES OUT WITHOUT KNOWING WHO HE'S... HE'S...

HE'S GOT TO BE KEPT LOCKED UP, LOCKED AWAY -- KEPT AWAY FROM YOU, SO YOU'RE NEVER HURT LIKE THAT AGAIN...!



AND THEN -- SHE MEETS THE OTHER ONE'S EYES -- AND SHE KNOWS. SHE UNDERSTANDS.

SHE CAN'T BRING HERSELF TO SAY IT, NOT FLAT-OUT LIKE THAT. BUT HE CAN...



THAT'S HOW IT HAPPENED.

YOU WERE SCARED -- SCARED YOU'D LOSE CONTROL AGAIN, THAT YOU'D GO CRAZY AND HURT JAN AGAIN --



-- SO YOU SUPPRESSED HIM. YOUR IMPULSIVE, EMOTIONAL, EXPRESSIVE SIDE. YOU SUPPRESSED IT AND DIDN'T LET IT OUT.



UNTIL KULAN GATH. UNTIL IT BROKE FREE -- FORMED ITSELF A BODY OUT OF THE EXTRADIMENSIONAL BIO-MASS I USE TO GROW.

UNTIL THE MONSTER GOT LOOSE...!

CHAPTER THREE: SECRETS WITHIN

PHOTON STROLLS ALONG, TAKING IN THE FACILITY. SHE HAS NOT YET FOUND THE LOBBY --

-- AND THE ACOLYTES SHE PASSES --

-- SOME LOOK AT HER AND SMILE, SOME GLARE --

-- BUT THEN --

PHOTON!
THIS WAY!

HUH?

SHE'S ABOUT TO SHIFT TO ENERGY FORM -- TO PURE LIGHT, MAKE HER ESCAPE -- BUT --

EASY, PHOTON --

-- IT'S US. WE'RE AVENGERS.

WH-WHAT?

JUSTICE?
FIRESTAR?
WHAT --

SHH! NOT SO LOUD!
THERE'S --

IT'S OKAY -- I'M SCRAMBLING THE SURVEILLANCE DEVICES WITH A LOW-LEVEL MICROWAVE FIELD.

WE CAN TALK PLAINLY.

SORRY, PHOTON -- WE DIDN'T MEAN TO STARTLE YOU. BUT WE HAD TO TALK.

OFFICIALLY, WE'RE ON VACATION IN FRANCE -- BUT WE REALLY WENT UNDERCOVER HERE, AT IRON MAN'S REQUEST, TO CHECK THE TRIUNES OUT.

THE AVENGERS... ARE SPYING ON THE TRIUNES?

DON'T THEY HAVE A RIGHT TO PRIVACY?



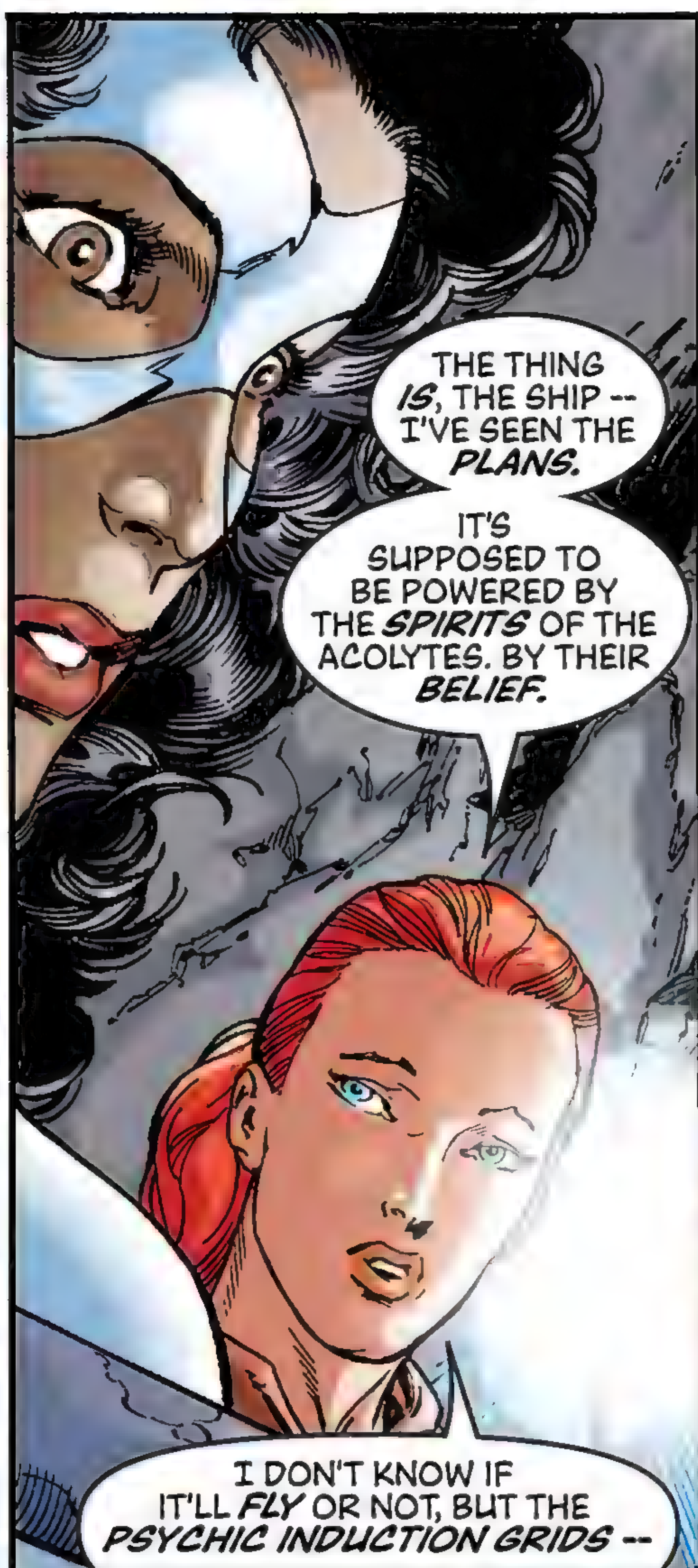


ONE OF THE *TENETS* OF THE TRIUNE FAITH IS THAT THERE'S A *GREAT EVIL* COMING -- SOME GIANT THREAT FROM *SPACE*.

THEY'RE SUPPOSED TO PREPARE TO *BATTLE* IT.

AND THIS *THREAT*...?

COULD BE TREMONT JUST *MADE IT UP*, TO STIR THE TROOPS.



THE THING *IS*, THE SHIP -- I'VE SEEN THE *PLANS*.

IT'S SUPPOSED TO BE POWERED BY THE *SPIRITS* OF THE ACOLYTES. BY THEIR *BELIEF*.

I DON'T KNOW IF IT'LL *FLY* OR NOT, BUT THE *PSYCHIC INDUCTION GRIDS* --



-- I'M WORRIED THEY COULD *KILL EVERY BELIEVER* IN THE *COMPOUND*, IF THEY EVER TRY TO *LAUNCH*...!

THIS IS ALL GOING A LITTLE TOO *FAST* FOR ME.

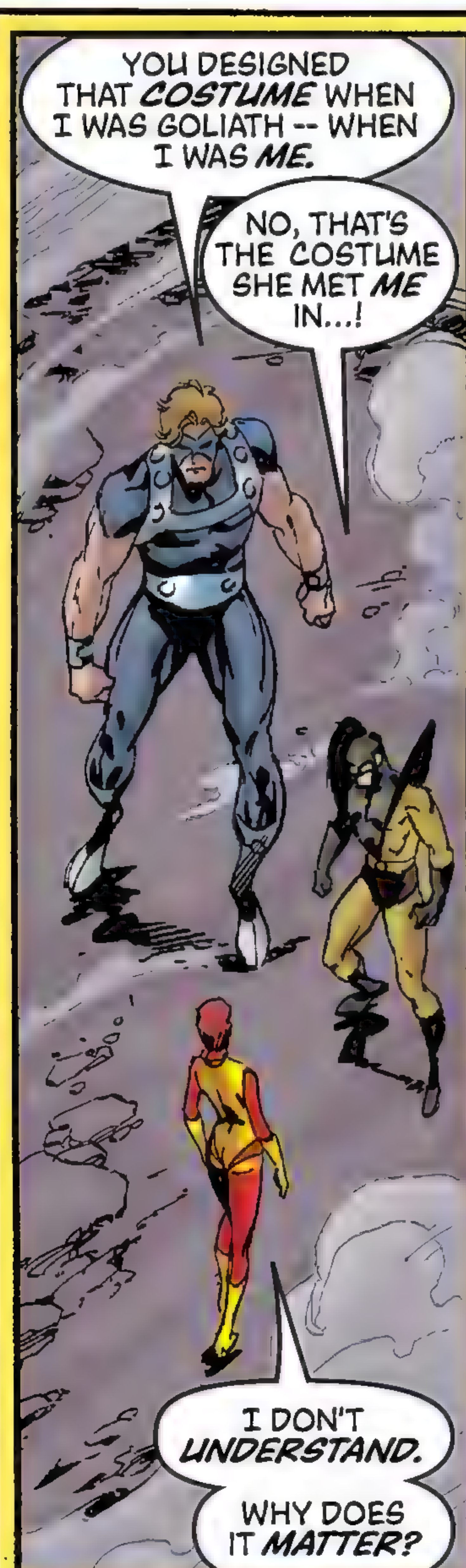
SPYING ON A *CHURCH*.

A *HOLY* SPACESHIP TO BATTLE SOME *UNKNOWN EVIL*.

LIVES AT RISK.

WE DON'T THINK THEY'LL *LAUNCH SOON*. BUT WE NEED SOMEONE TO TELL *IRON MAN* AND *CAP*. CAN YOU DO THAT...?

AND AS *PHOTON* TAKES IT ALL IN --



YOU DESIGNED THAT *COSTUME* WHEN I WAS *GOLIATH* -- WHEN I WAS *ME*.

NO, THAT'S THE *COSTUME* SHE MET *ME* IN...!

I DON'T *UNDERSTAND*.

WHY DOES IT *MATTER*?



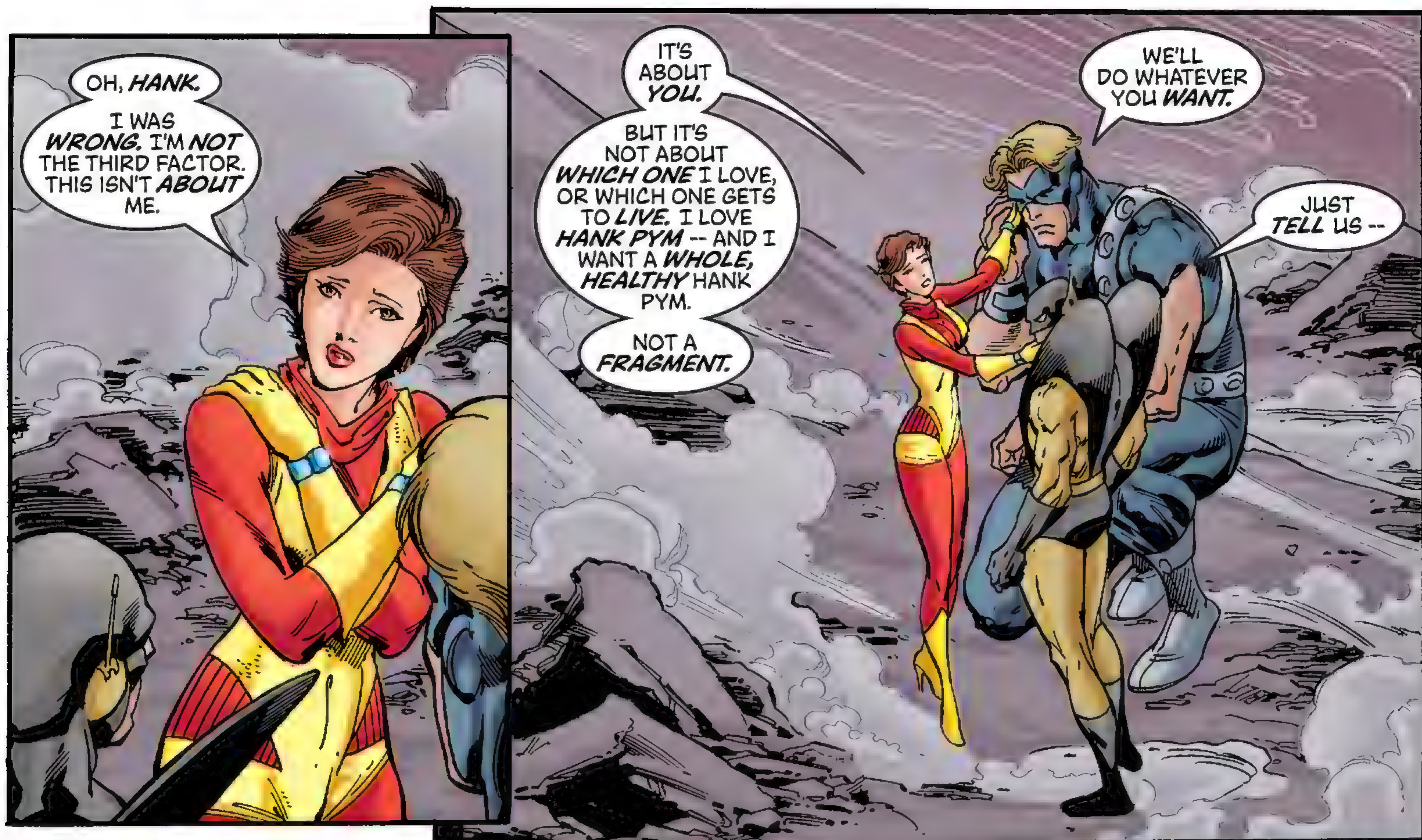
IT'S UP TO *YOU*, *BABE*. WE'LL ABIDE BY YOUR *DECISION*.

TELL US WHICH ONE YOU *WANT*, WHICH ONE IS *RIGHT*. WHICH ONE OF US *LIVES*... AND WHICH ONE GIVES UP THE *GHOST*, AND *DIES*?



WHAAAT?

YOU THINK *THAT'S* WHAT THIS IS ALL ABOUT? ABOUT WHICH ONE OF YOU GETS TO BE *REAL* -- AND I'M SUPPOSED TO *DECIDE*?



OH, HANK.

I WAS **WRONG**. I'M NOT THE THIRD FACTOR. THIS ISN'T ABOUT ME.

IT'S ABOUT YOU.

BUT IT'S NOT ABOUT **WHICH ONE** I LOVE, OR WHICH ONE GETS TO LIVE. I LOVE HANK PYM -- AND I WANT A **WHOLE**, **HEALTHY** HANK PYM.

NOT A **FRAGMENT**.

WE'LL DO WHATEVER YOU WANT.

JUST TELL US --

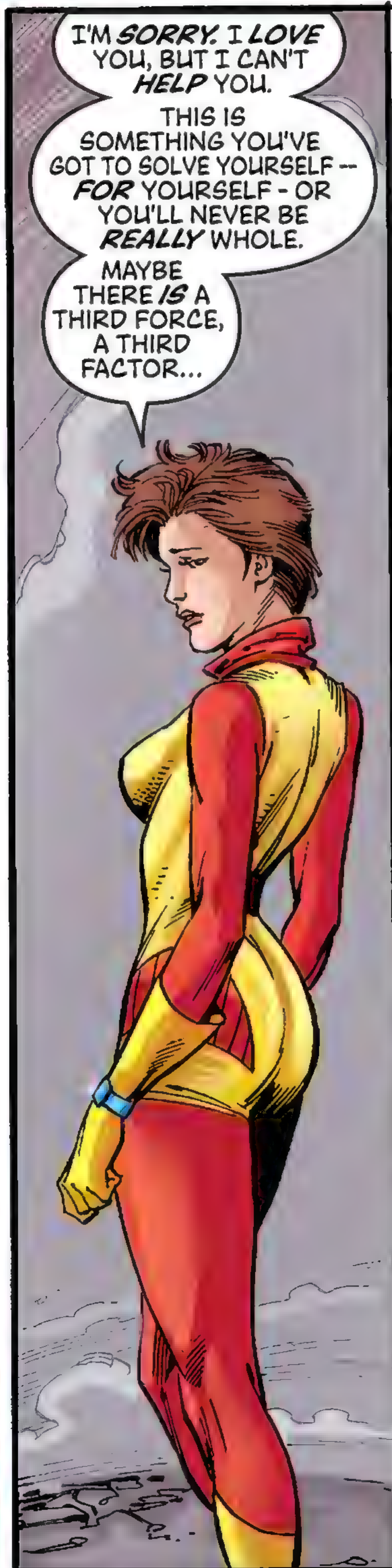


NO. DON'T YOU **SEE**? WHAT I WANT FOR YOU, WHAT I THINK -- IT DOESN'T **MATTER**, NOT IN THE LONG RUN. IT'S NOT ABOUT ME.

SO MANY OF YOUR **PROBLEMS**, IT SEEMS, COME FROM TRYING TO BE WHAT YOU THINK **SOMEONE ELSE** WANTS. MORE **POWERFUL**, MORE **HEROIC**, MORE... **WHATEVER**.

BUT YOU CAN'T **DO** THAT.

WHATEVER YOU ARE -- **WHOEVER** YOU ARE -- IT'S GOT TO COME FROM **INSIDE**. FROM YOU.



I'M **SORRY**. I LOVE YOU, BUT I CAN'T **HELP** YOU.

THIS IS SOMETHING YOU'VE GOT TO SOLVE YOURSELF -- **FOR YOURSELF** - OR YOU'LL NEVER BE **REALLY** WHOLE.

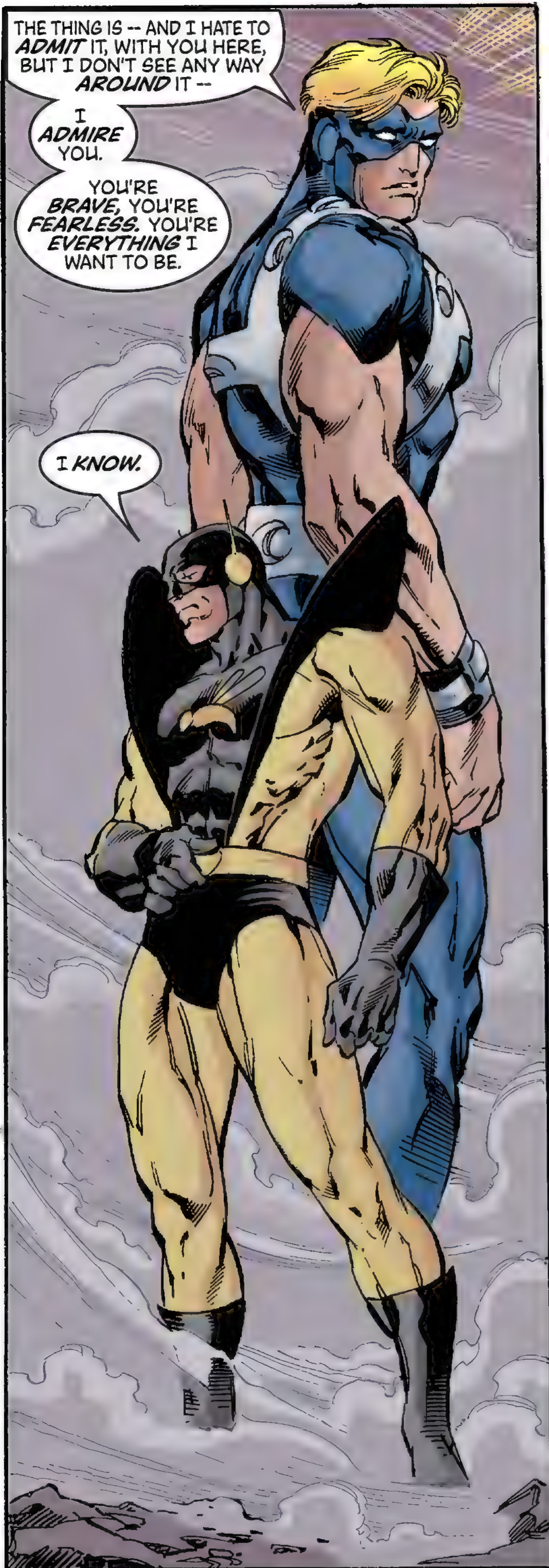
MAYBE THERE **IS** A THIRD FORCE, A THIRD FACTOR...



...BUT IT'S NOT ME.







THE THING IS -- AND I HATE TO ADMIT IT, WITH YOU HERE, BUT I DON'T SEE ANY WAY AROUND IT --

I ADMIRE YOU.

YOU'RE BRAVE, YOU'RE FEARLESS. YOU'RE EVERYTHING I WANT TO BE.

I KNOW.



BUT IT'S NOT SUCH A PARTY, BEING ME. I CAUSE TROUBLE. I MAKE MISTAKES.

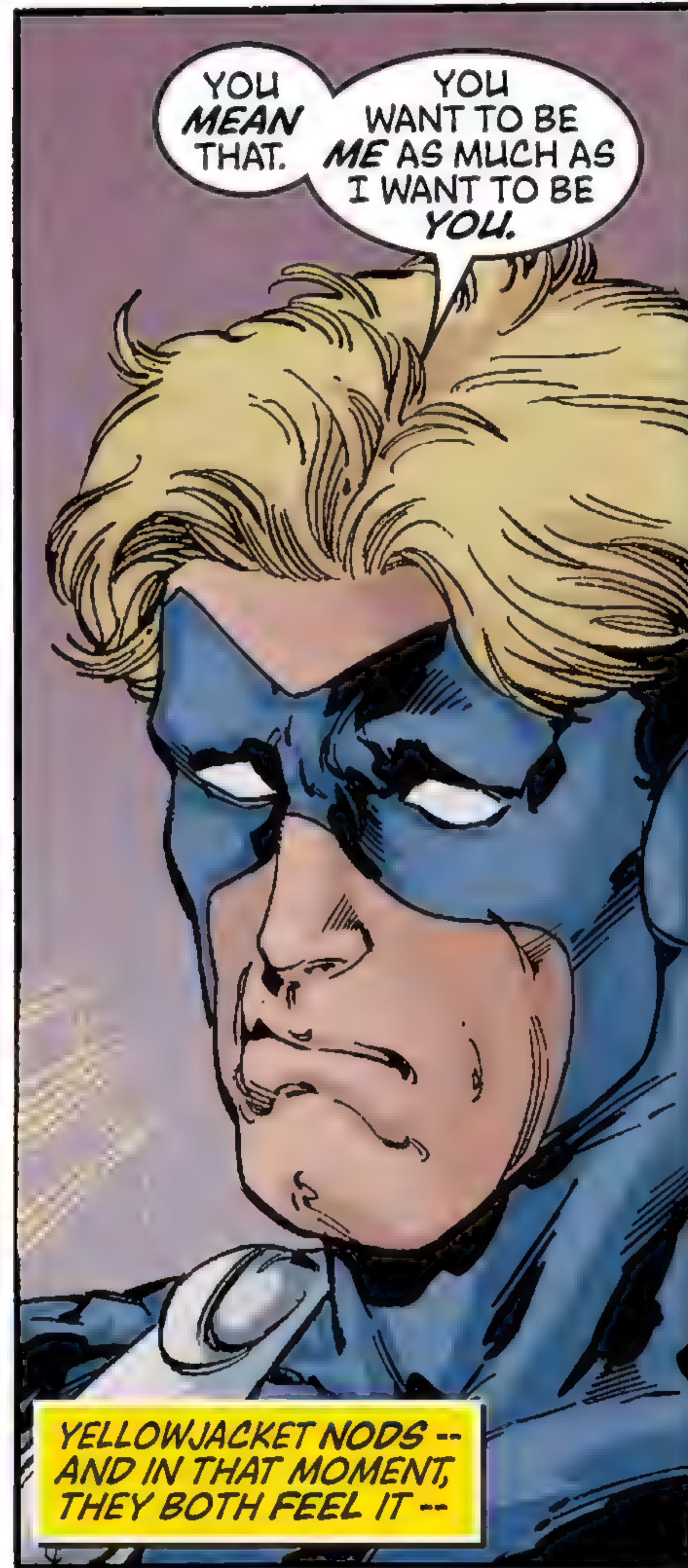
I ALMOST DOOMED THE AVENGERS RECENTLY, AND PROBABLY MOST OF EUROPE, BEING TOO MUCH OF A COWBOY AGAINST THE HULK, IN GREECE.



BUT YOU --

YOU'RE SMART, YOU'RE CAREFUL. YOU THINK THINGS THROUGH. I DON'T HAVE THAT.

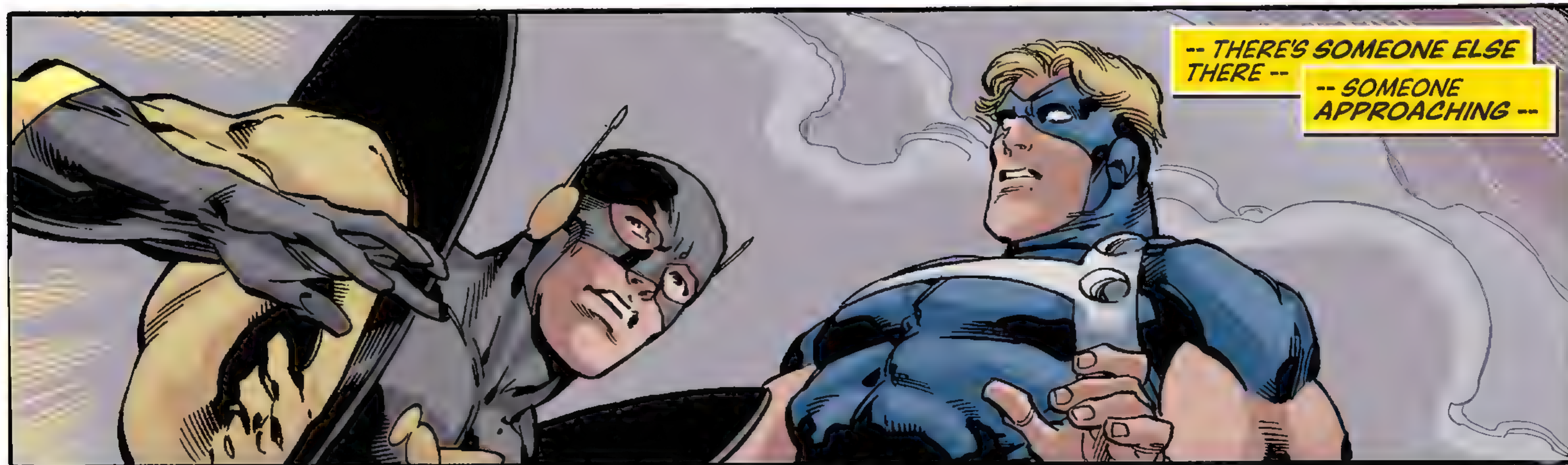
AND I WISH I DID.



YOU MEAN THAT.

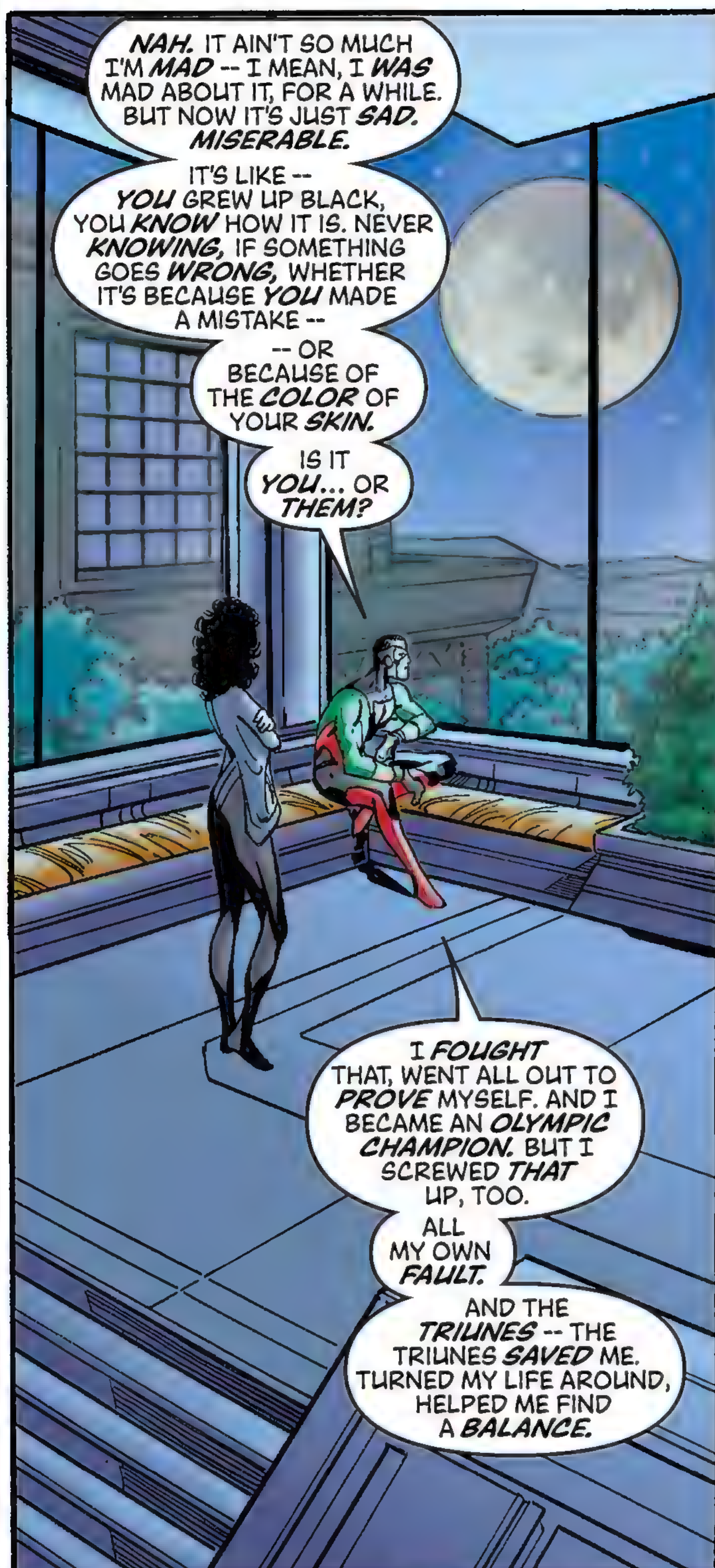
YOU WANT TO BE ME AS MUCH AS I WANT TO BE YOU.

YELLOWJACKET NODS -- AND IN THAT MOMENT, THEY BOTH FEEL IT --



-- THERE'S SOMEONE ELSE THERE --

-- SOMEONE APPROACHING --



NAH. IT AIN'T SO MUCH I'M MAD -- I MEAN, I WAS MAD ABOUT IT, FOR A WHILE. BUT NOW IT'S JUST SAD. MISERABLE.

IT'S LIKE -- YOU GREW UP BLACK, YOU KNOW HOW IT IS. NEVER KNOWING, IF SOMETHING GOES WRONG, WHETHER IT'S BECAUSE YOU MADE A MISTAKE --

-- OR BECAUSE OF THE COLOR OF YOUR SKIN.

IS IT YOU... OR THEM?

I FOUGHT THAT, WENT ALL OUT TO PROVE MYSELF. AND I BECAME AN OLYMPIC CHAMPION. BUT I SCREWED THAT UP, TOO.

ALL MY OWN FAULT.

AND THE TRIUNES -- THE TRIUNES SAVED ME. TURNED MY LIFE AROUND, HELPED ME FIND A BALANCE.

BUT I KNOW THE TRIUNES MADE ME WHAT I AM TODAY -- AND I CAN'T TURN MY BACK ON THAT. AND I LIKE BEING AN AVENGER.

AND THERE IT IS BETWEEN US, YOU KNOW? THEY LOOK AT ME, AND I FEEL THE DISTANCE BETWEEN US.

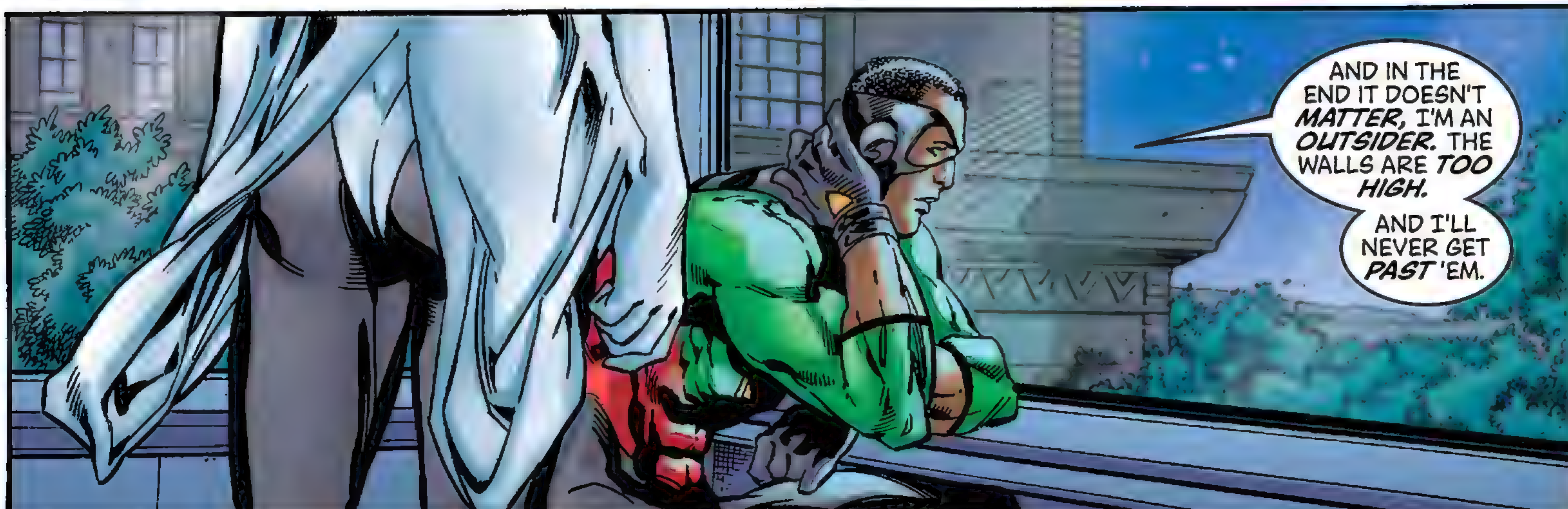
AND I DON'T KNOW. IS IT ME? DID I DO SOMETHING WRONG? IS IT THEM, BEIN' UNFAIR?



SO I GET TO JOIN THE AVENGERS -- AND POW, THERE IT ALL IS AGAIN.

THEY'RE SUSPICIOUS OF THE TRIUNES. AN' THAT MAKES 'EM SUSPICIOUS OF ME.

AN' I HONESTLY DON'T KNOW IF THE TRIUNES ARE UP TO SOMETHING DIRTY OR NOT. I DON'T KNOW IF THE AVENGERS ARE RIGHT TO BE SUSPICIOUS.



AND IN THE END IT DOESN'T MATTER, I'M AN OUTSIDER. THE WALLS ARE TOO HIGH.

AND I'LL NEVER GET PAST 'EM.



TRIATHLON -- *DELROY* --
I'VE GOT TO SAY --

-- YOU'RE
WORRYING ABOUT
THIS WAY TOO
MUCH.

HUH?



LOOK, LET'S SAY THE TRIUNES
ARE DIRTY. WHAT *OF* IT? THE
AVENGERS HAVE WELCOMED
MEMBERS WITH *ASTONISHING*
PASTS.

THE *SCARLET*
WITCH AND *QUICKSILVER*
WERE MEMBERS OF MAGNETO'S
BROTHERHOOD OF EVIL
MUTANTS. THE *VISION* TRIED
TO *KILL* THEM ALL.

I DON'T
KNOW WHAT'S
GOING ON WITH THE
TRIUNES
EITHER.

BUT THAT
DOESN'T HAVE TO
AFFECT *YOU* AND
THE *AVENGERS*
AT ALL.

BUT --



LOOK, YOU'RE
THE *NEW GUY*.
THEY'RE OLD *FRIENDS*,
GOING BACK *YEARS*,
THAT'S ALL.

TRUST ME, ONCE *OTHER*
NEW AVENGERS JOIN,
YOU WON'T FEEL THE
SAME WAY. I'VE *BEEN*
THERE -- I *KNOW* HOW
IT FEELS.

I FELT
LIKE I WAS ON
THE *OUTSKIRTS*,
UNTIL OTHER PEOPLE
CAME IN, AND LOOKED
AT ME AS "*OLD*
GUARD."



SILVERCLAW MUST FEEL
LIKE JUST AS MUCH OF AN
OUTSIDER AS *YOU* DO,
NERVOUS AND UNSURE --
EVEN WITH HER TIES
TO *JARVIS*.

AND THE *JACK OF HEARTS* --
WELL, HE'LL NEED SOMEONE
TO SHOW HIM THE *ROPES*,
WON'T HE?



HANG IN
THERE, *DELROY*.
YOU'VE GOT A *GOOD*
HEART, AND YOU
FOLLOW IT --

-- YOU DID
YOUR BEST FOR
HANK, GOT *JAN* TO
BRING HIM *DOWN*
HERE, *WHATEVER*
HER FEARS.

YOU'LL
DO *FINE*.

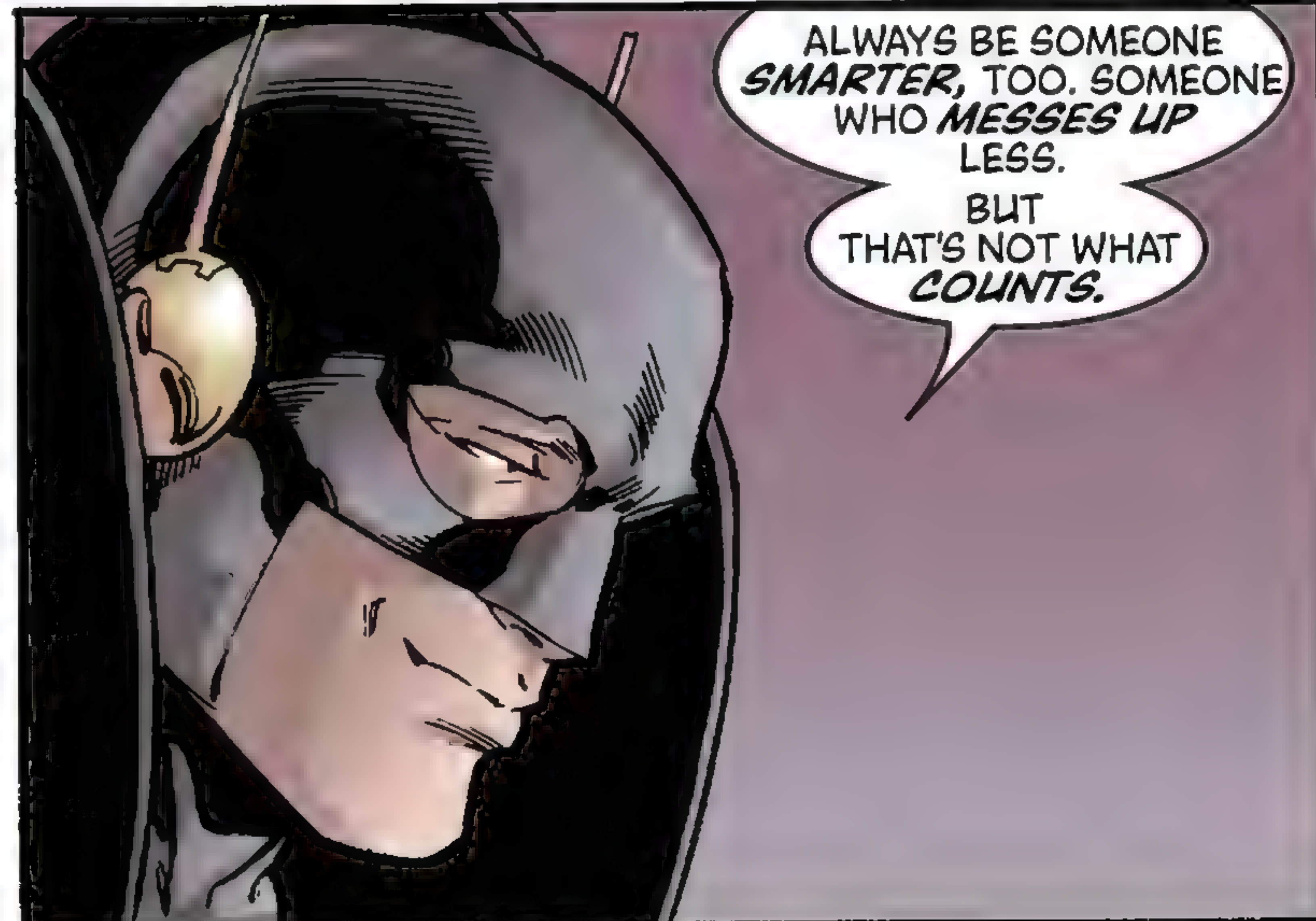
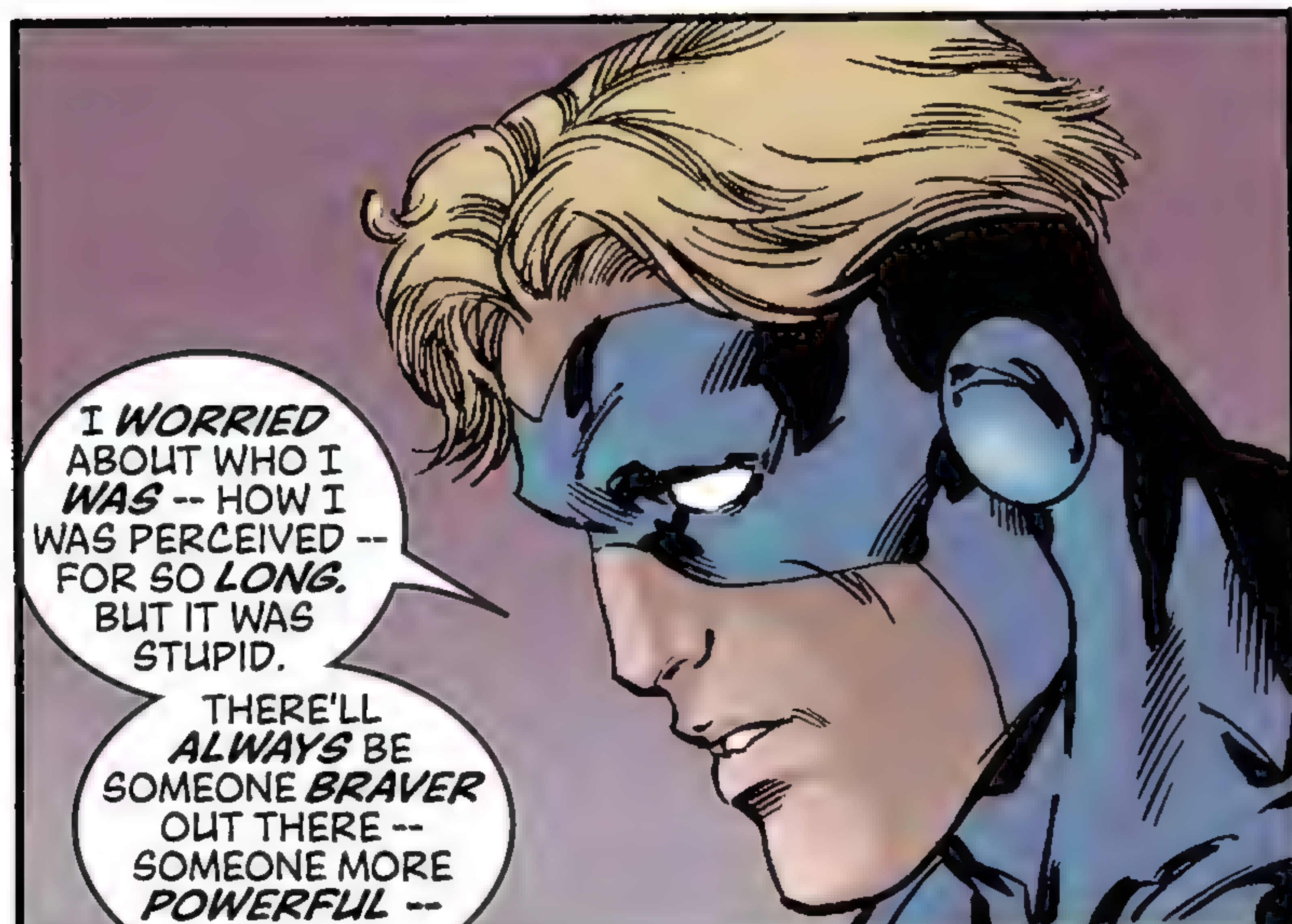


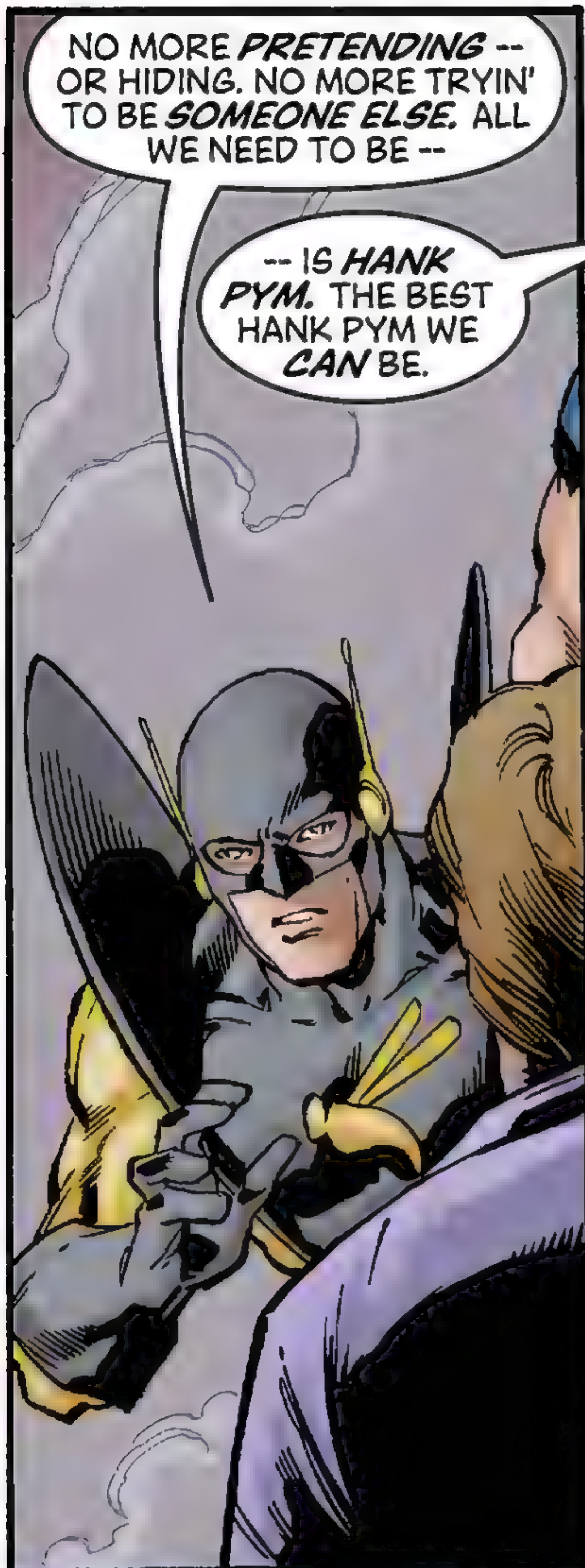
THEIR FIRST
IDENTITY --
ANT-MAN.

AND HE GROWS --
CHANGING --

HE DOESN'T SPEAK.
BUT THEY KNOW WHO --
AND WHAT -- HE IS.

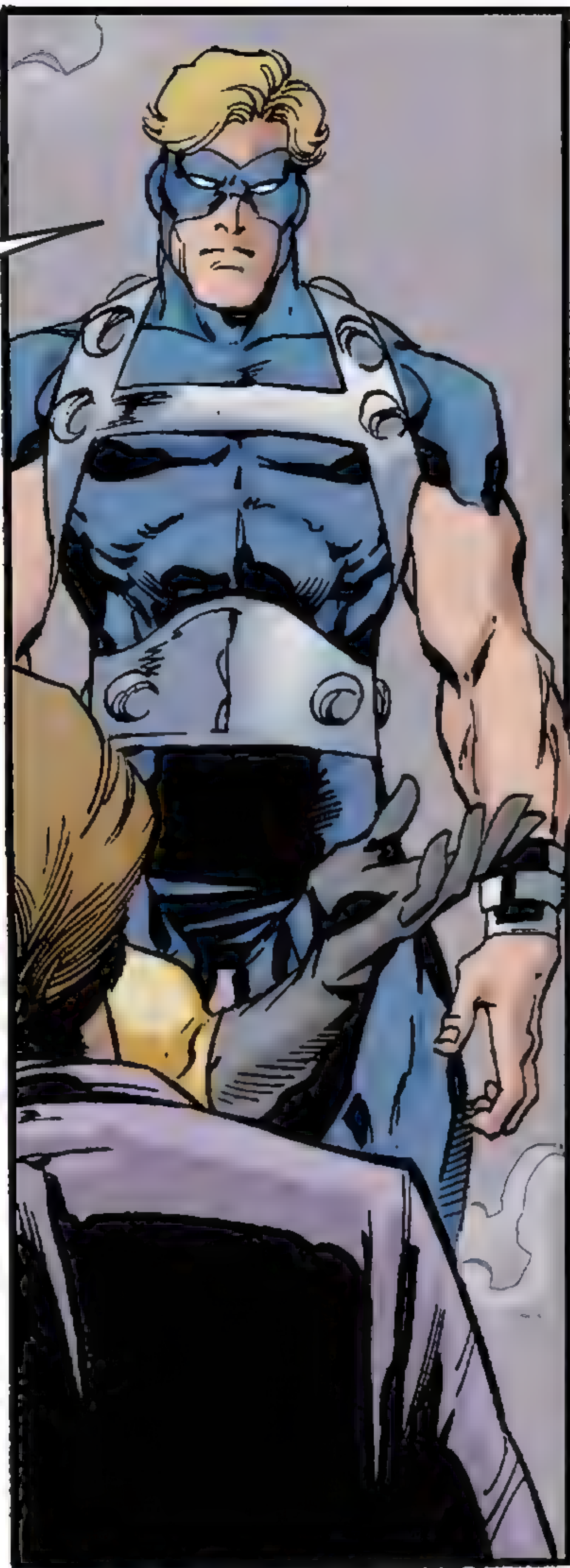
THE THIRD MAN.





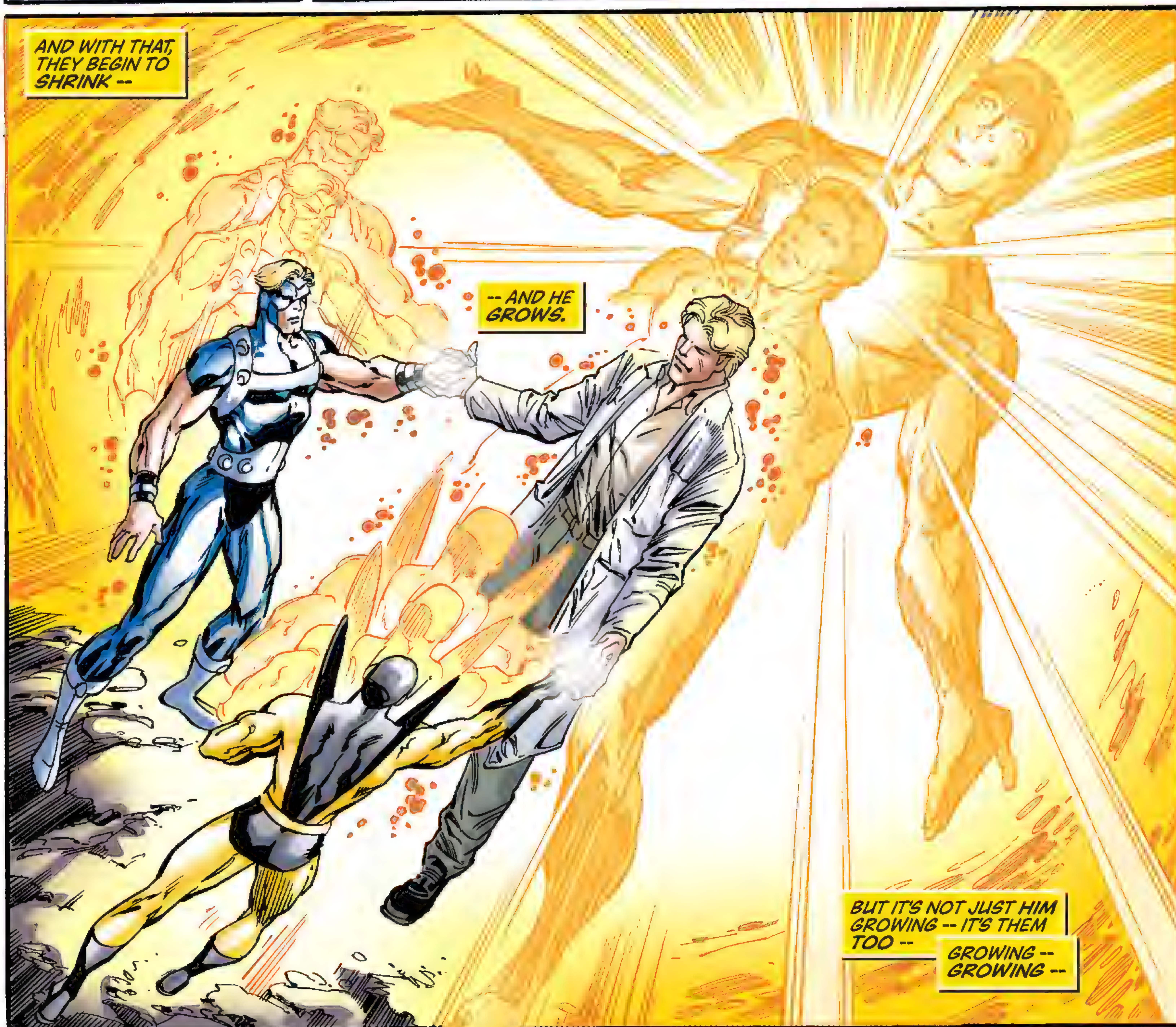
NO MORE *PRETENDING* --
OR HIDING. NO MORE TRYIN'
TO BE *SOMEONE ELSE*. ALL
WE NEED TO BE --

-- IS HANK
PYM. THE BEST
HANK PYM WE
CAN BE.



THE THIRD MAN REACHES OUT --
AND THEY STEP FORWARD TO
MEET HIM.

AND HE SMILES.
FRIENDLY, RELAXED.
UNWORRIED.

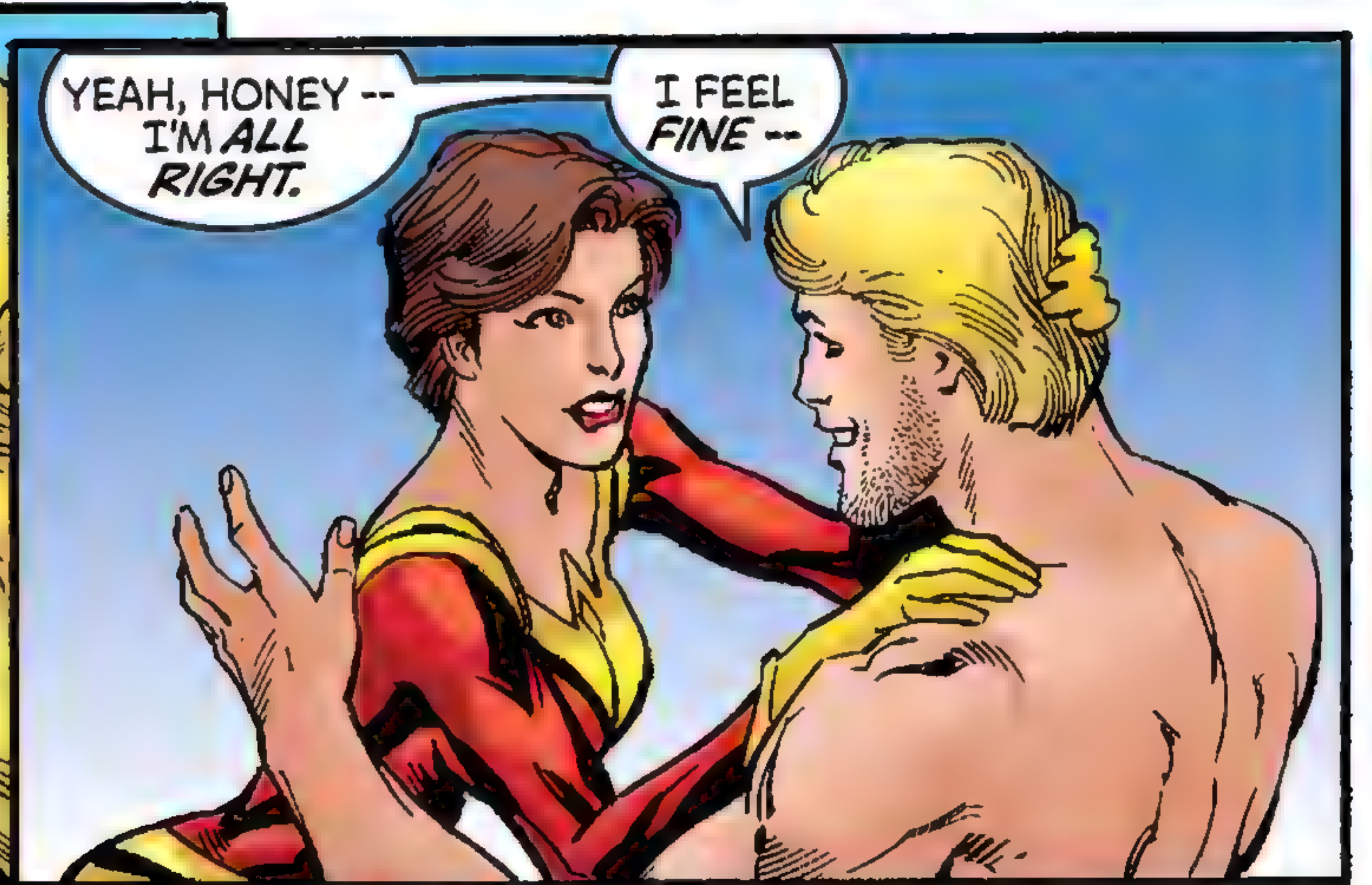
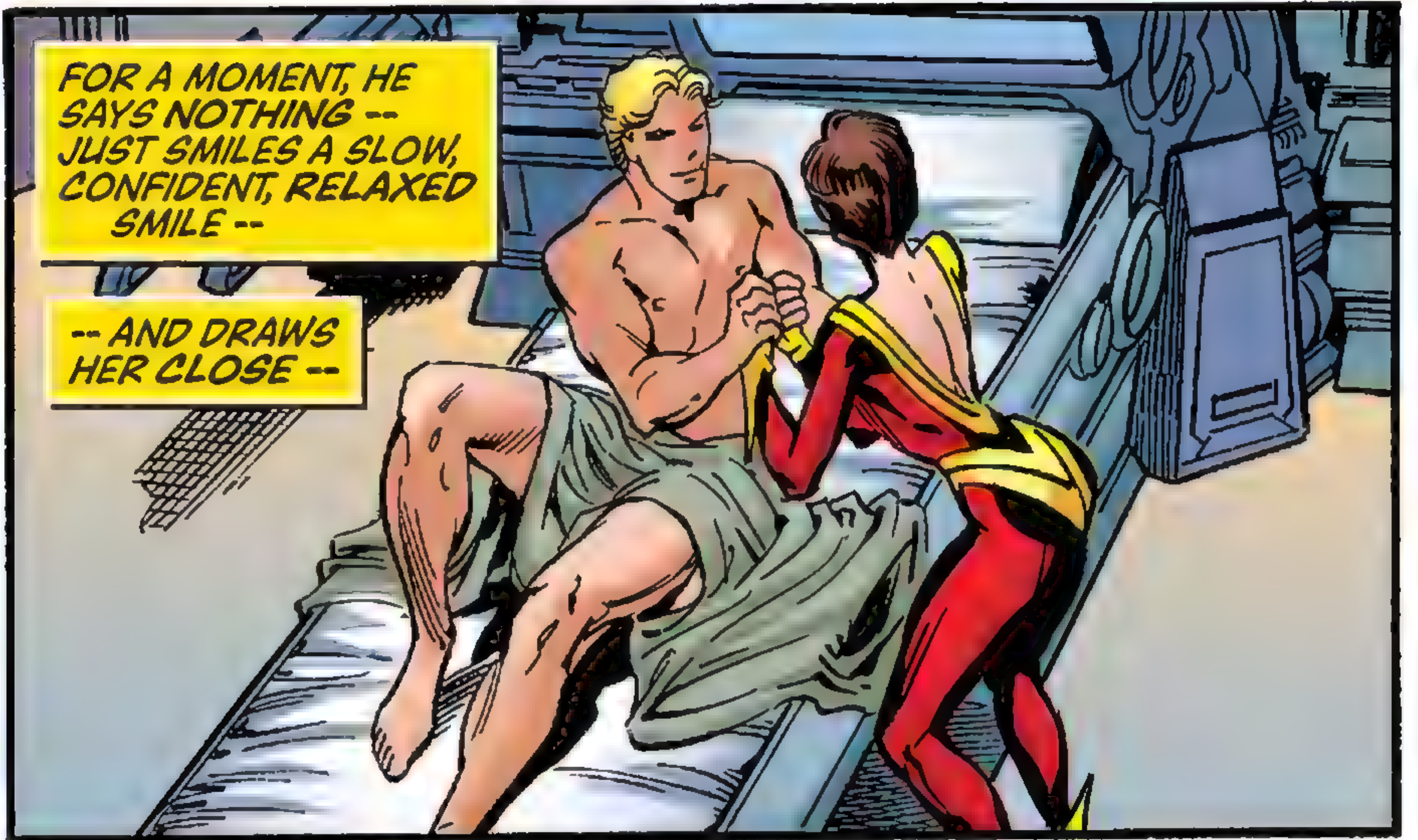
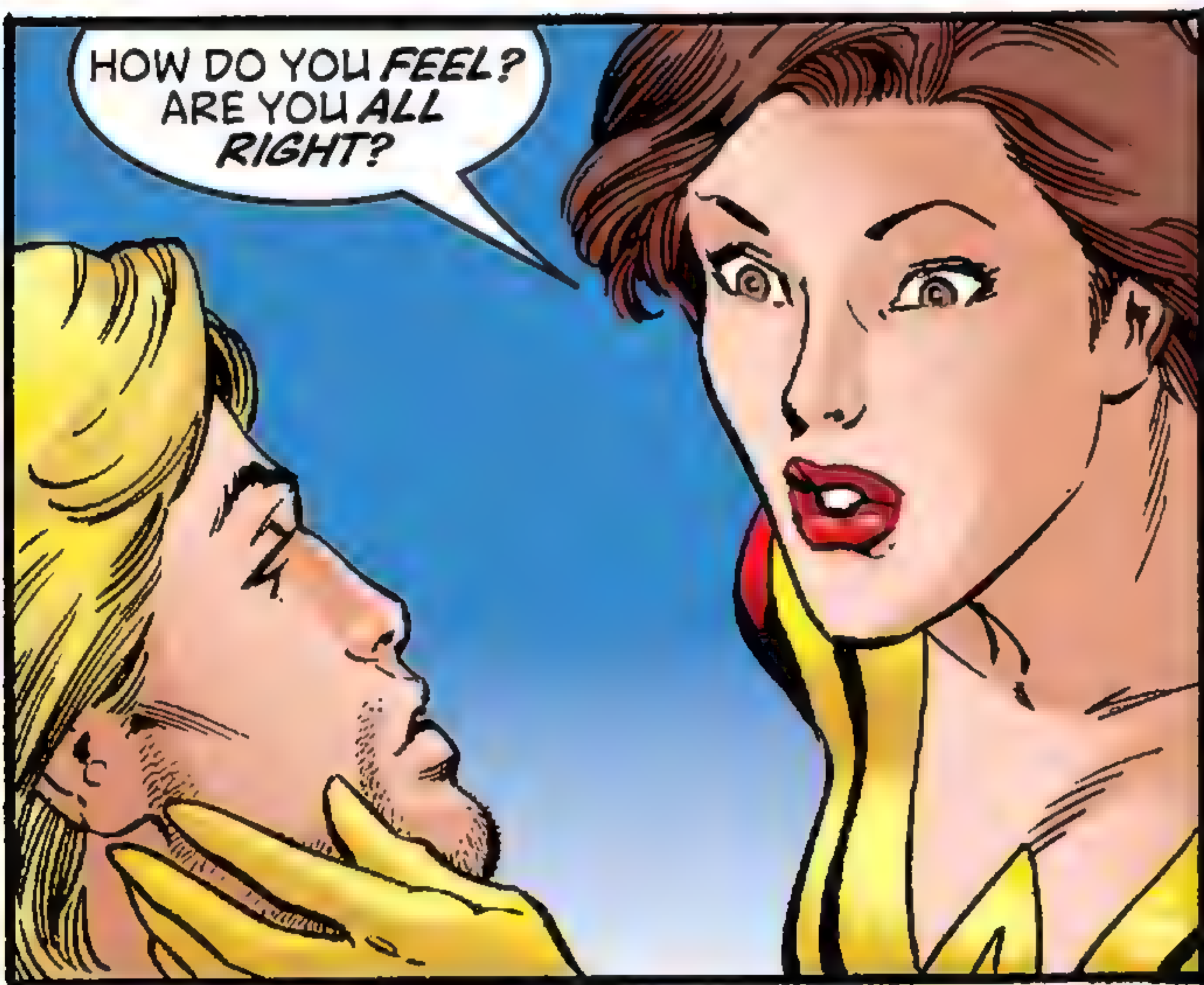
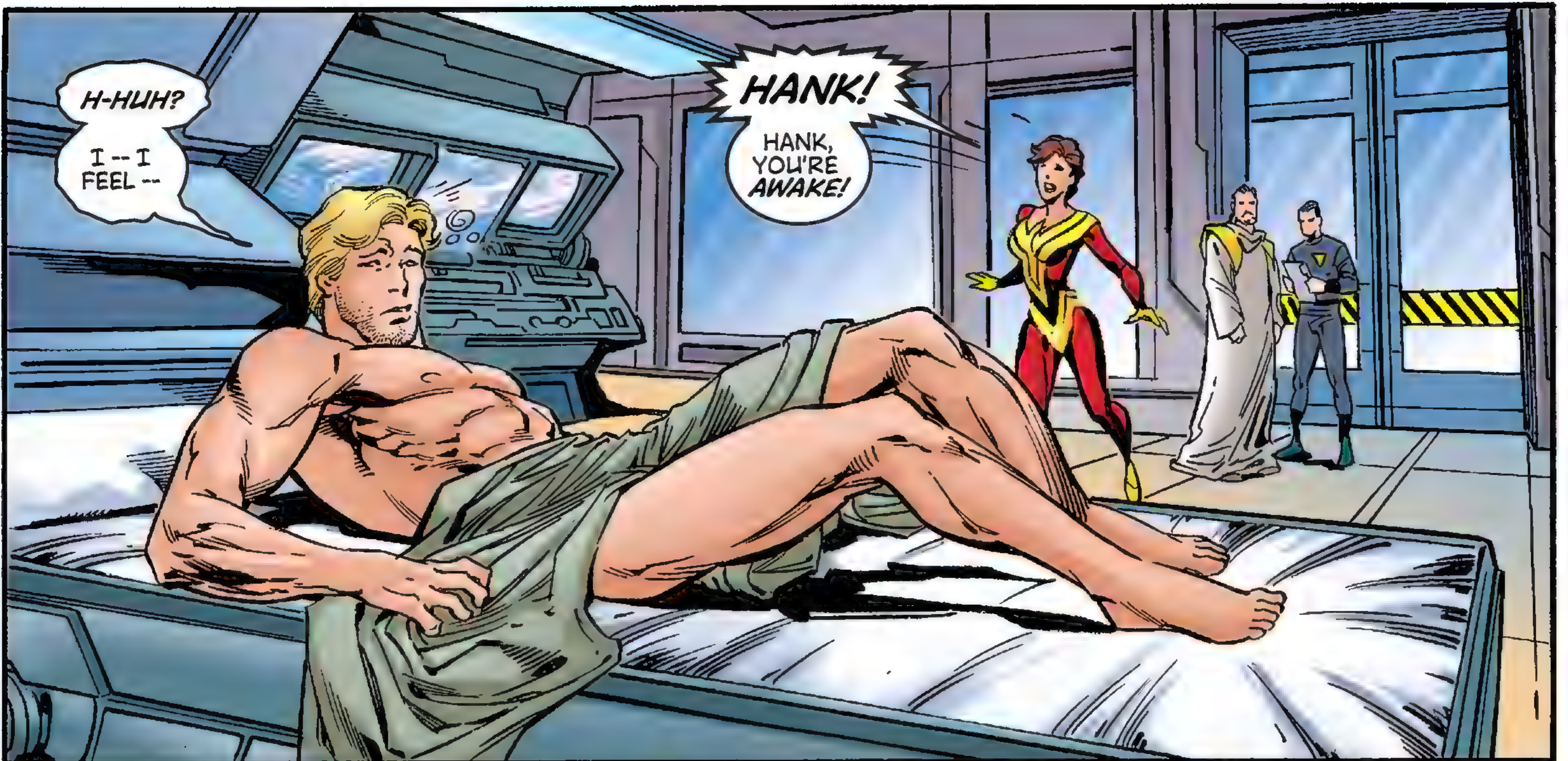


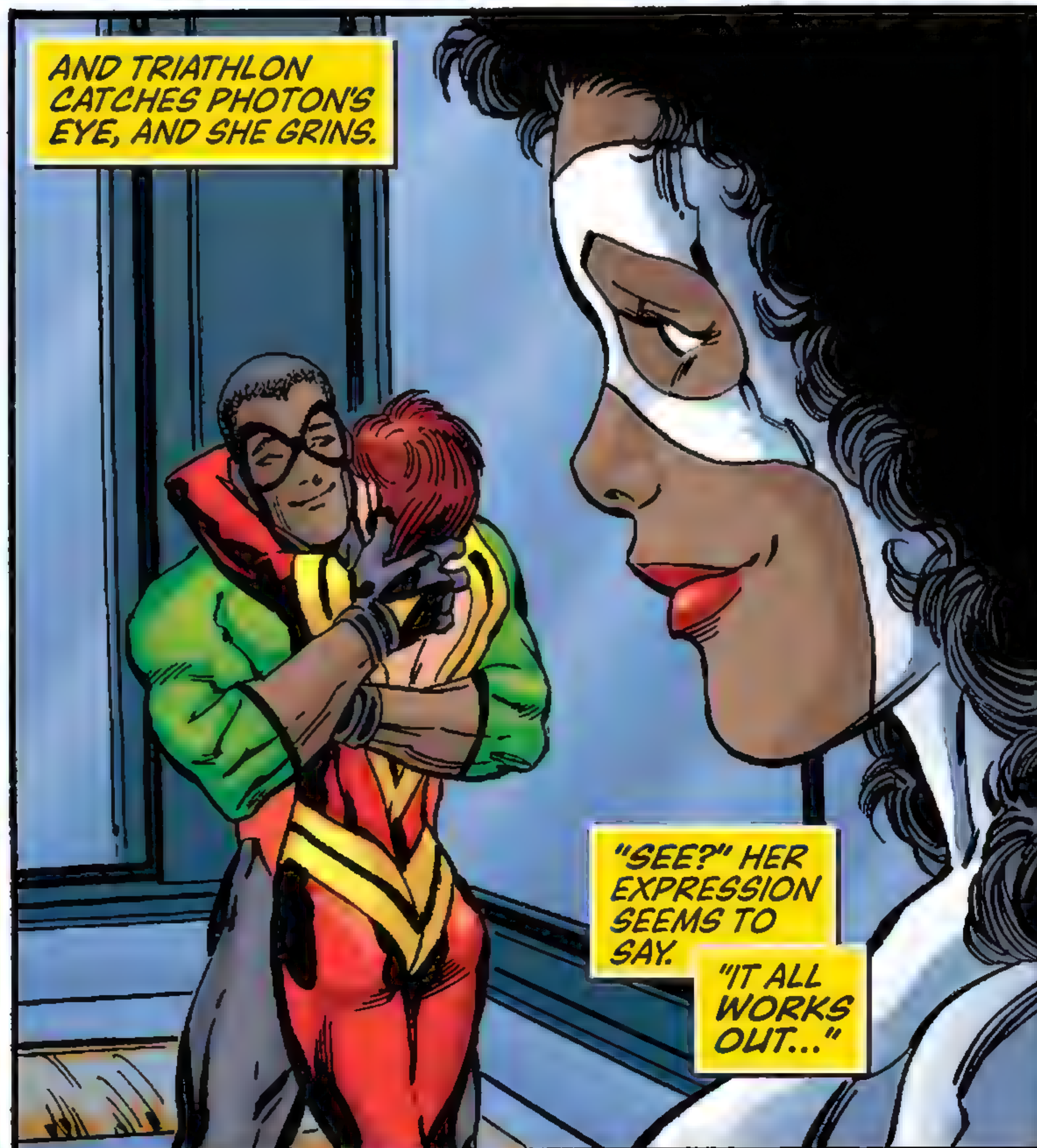
AND WITH THAT,
THEY BEGIN TO
SHRINK --

-- AND HE
GROWS.

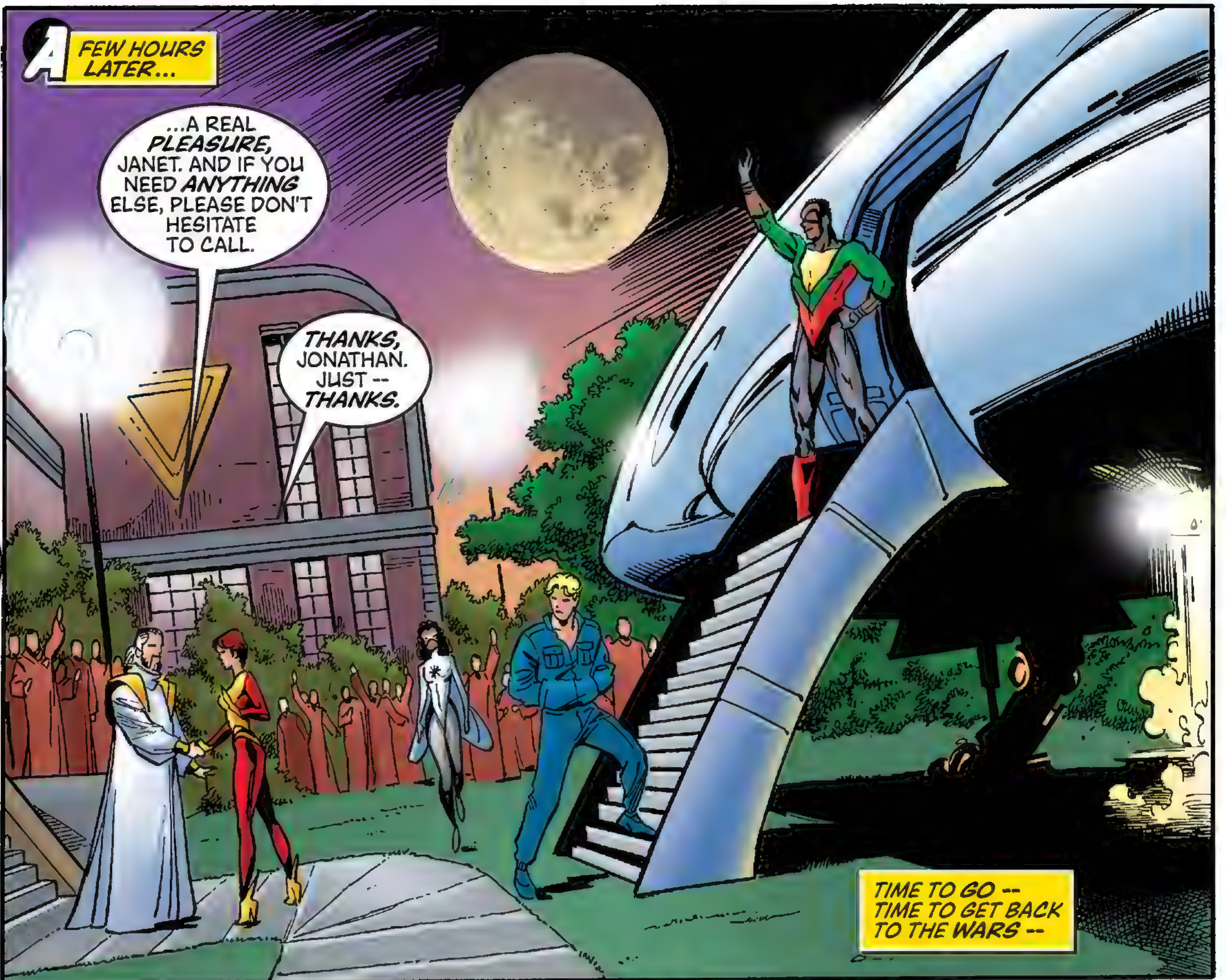
BUT IT'S NOT JUST HIM
GROWING -- IT'S THEM
TOO --

GROWING --
GROWING --





EPIC LOGUE



A FEW HOURS LATER...

...A REAL PLEASURE, JANET. AND IF YOU NEED ANYTHING ELSE, PLEASE DON'T HESITATE TO CALL.

THANKS, JONATHAN. JUST -- THANKS.

TIME TO GO --
TIME TO GET BACK
TO THE WARS --

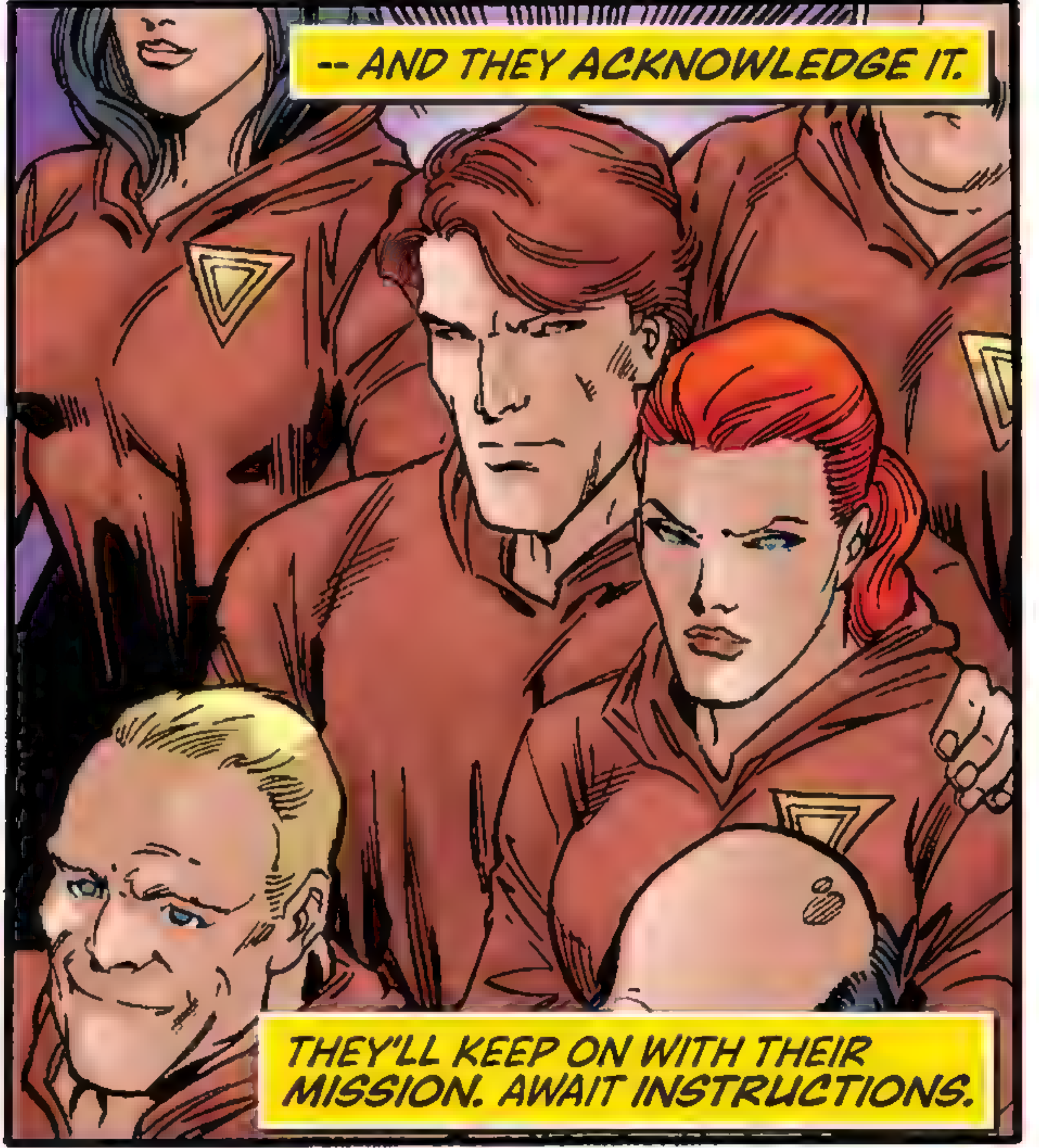


-- BUT AS THEY GO, PHOTON SCANS THE CROWD --

-- AND THERE THEY ARE.

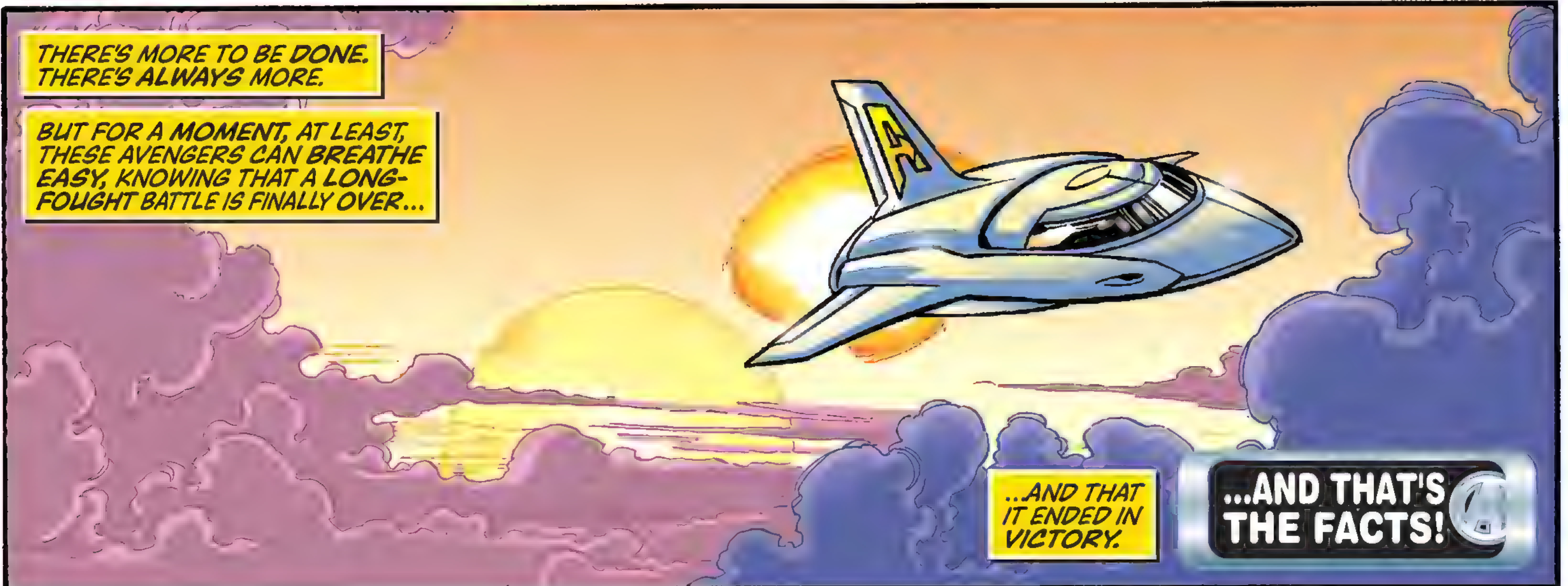


SHE NODS, JUST SLIGHTLY --



-- AND THEY ACKNOWLEDGE IT.

THEY'LL KEEP ON WITH THEIR MISSION. AWAIT INSTRUCTIONS.



THERE'S MORE TO BE DONE.
THERE'S ALWAYS MORE.

BUT FOR A MOMENT, AT LEAST,
THESE AVENGERS CAN BREATHE
EASY, KNOWING THAT A LONG-
FOUGHT BATTLE IS FINALLY OVER...

...AND THAT
IT ENDED IN
VICTORY.

...AND THAT'S
THE FACTS!

STAN LEE PRESENTS A TALE OF THE MIGHTY
AVENGERS!



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**KURT BUSIEK WRITER
IAN CHURCHILL PENCILER**

NORM RAPMUND INKS TOM SMITH COLORS
RICHARD STARKINGS AND COMICRAFT/AD LETTERS
MARC SUMERAK ASSISTANT ED. TOM BREVOORT EDITOR
JOE QUESADA EDITOR IN CHIEF BILL JEMAS PRESIDENT

I SHOULD
RESPOND TO THEM.
IT WON'T TAKE
LONG.

PING

YOU'VE
GOT
MAIL!

From: dfreeman@cosha.gov
To: ejarvis@avengers.org

Our files are in slight disarray, so I have a few questions:

1. Before the Onslaught disaster, the Wasp was in an insectoid form, and now she is not. How did that happen?
2. We have reference in our files to three deaths at the hands of Iron Man, with a note saying that the cases are closed. What was that about?

EDWIN JARVIS SIGHS.
HE DOES NOT LIKE
REMEMBERING
THAT PERIOD.

HE HAD SEEN TONY STARK BROUGHT HOME FROM
THE HOSPITAL AS AN INFANT, AFTER ALL,
WATCHED HIM GROW FROM A BOY
TO A MAN.

REMEMBERING HIM LIKE THAT -- RAGING,
INCOHERENT, ANGRY --

MOST OF IT, HE CAN ONLY IMAGINE --
FROM THE FILES, THE ACCOUNTS
OF THE OTHERS, BUT STILL --

-- IT MAKES HIM FEEL SO OLD. SO
OLD, SO TIRED, AND SO
TERRIBLY HELPLESS.

AND THE THOUGHT OF THOSE
INNOCENT WOMEN WRENCHES
AS WELL -- THE THREE WHO
DIED AT HIS HAND --

THE STRANGELY-COSTUMED WOMAN
THEY SUSPECT TO HAVE BEEN
RITA DE MARA -- THE FEMALE
YELLOWJACKET --

MARILLA, THE INHUMAN
NANNY TO CRYSTAL'S
DAUGHTER, LUNA --

AMANDA CHANEY,
PUBLIC RELATIONS
MANAGER TO THE
TEAM FORCE
WORKS --

EVEN JANET VAN DYNE,
THE WASP -- ONE OF
HIS MOST LONGSTANDING
ALLIES -- WAS INJURED --

-- STRUCK BY A
REPLUSOR RAY
DURING HIS
MADNESS --

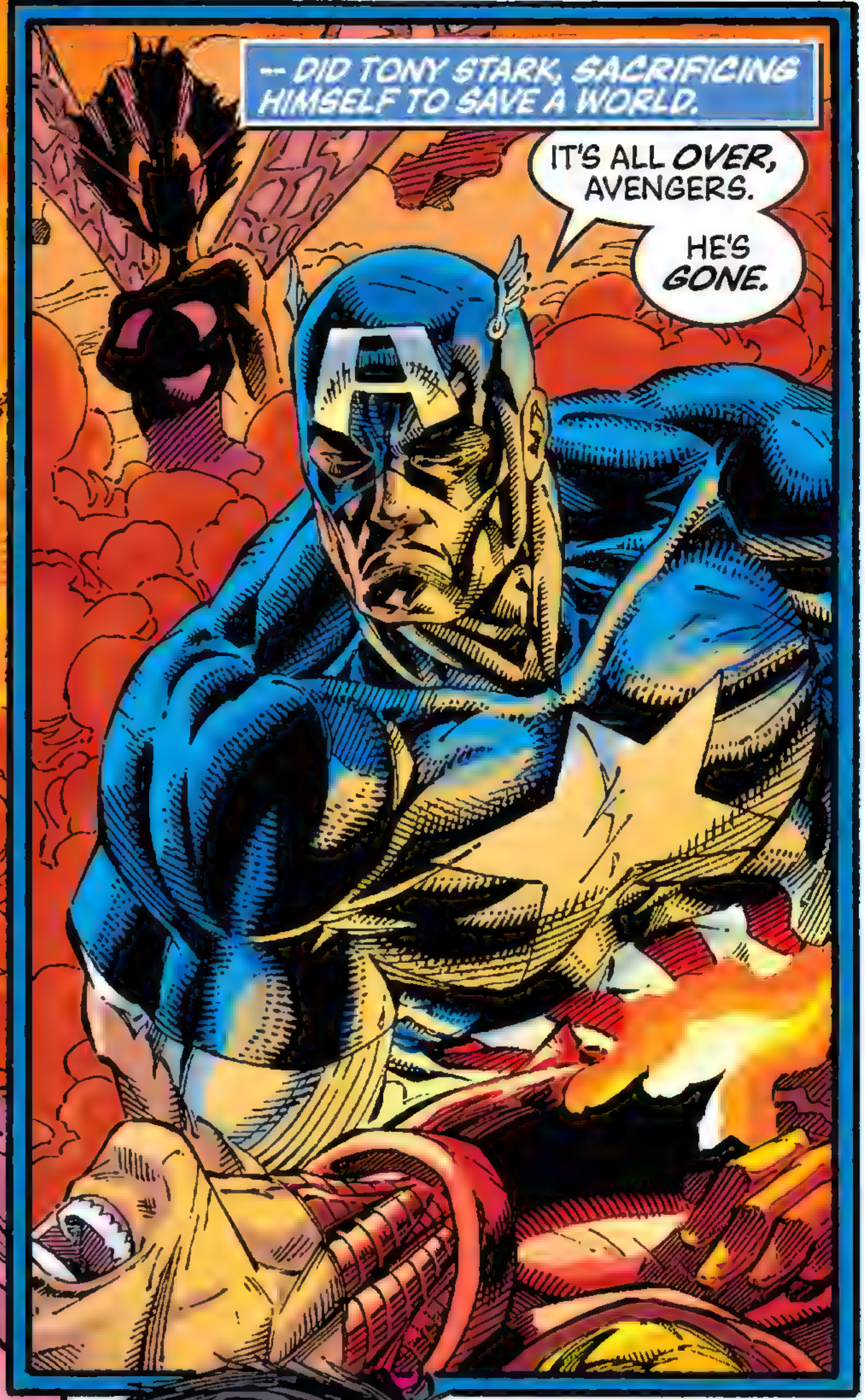




— AND WHILE HER LIFE WAS SAVED —
IT WAS AT THE COST OF HER HUMANITY.

STILL, SHE NEVER FALTERED. IN
THE BATTLE AGAINST THE FORCES
THAT HAD CORRUPTED IRON MAN,
SHE PROVED HER HEROISM.

AS, IN THE END —



— DID TONY STARK, SACRIFICING
HIMSELF TO SAVE A WORLD.

IT'S ALL OVER,
AVENGERS.
HE'S
GONE.



BUT STARK'S
DEATH DID
NOT END
THINGS --

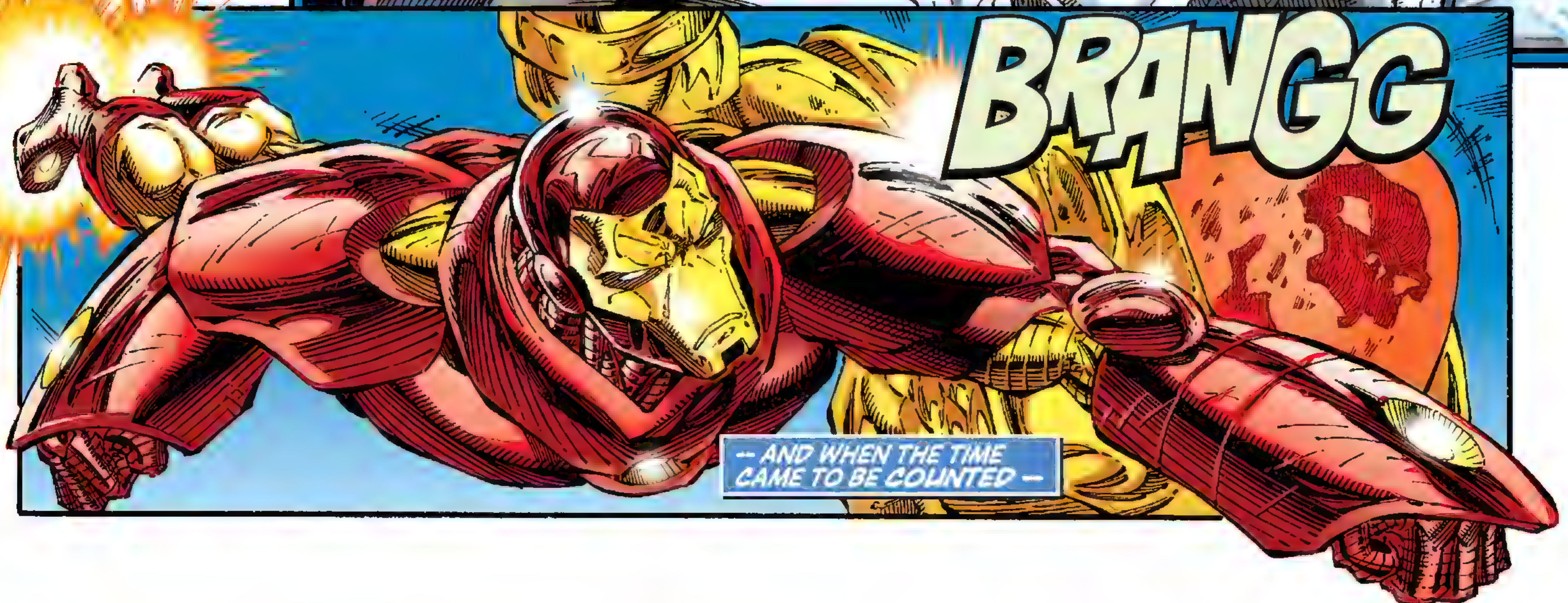
HEY,
JARV --
WHAT IT
IS!

— FOR ANOTHER TONY STARK
HAD BEEN BROUGHT OVER
FROM ANOTHER TIMELINE --
A YOUNGER TONY STARK --

— AND JARVIS'S HEART COULD
NOT HELP BUT GO OUT TO HIM,
FOR HE WAS SO LIKE THE BOY
HE HAD WATCHED GROW UP --

— AND SO LIKE THE HERO
IRON MAN HAD BEEN, AS WELL.

FOR THIS NEW TONY STARK,
TOO, FOUGHT ALONGSIDE
THE AVENGERS --



BRANGG

— AND WHEN THE TIME
CAME TO BE COUNTED --



— HE PROVED HIMSELF EVERY INCH THE HERO HIS PREDECESSOR WAS.

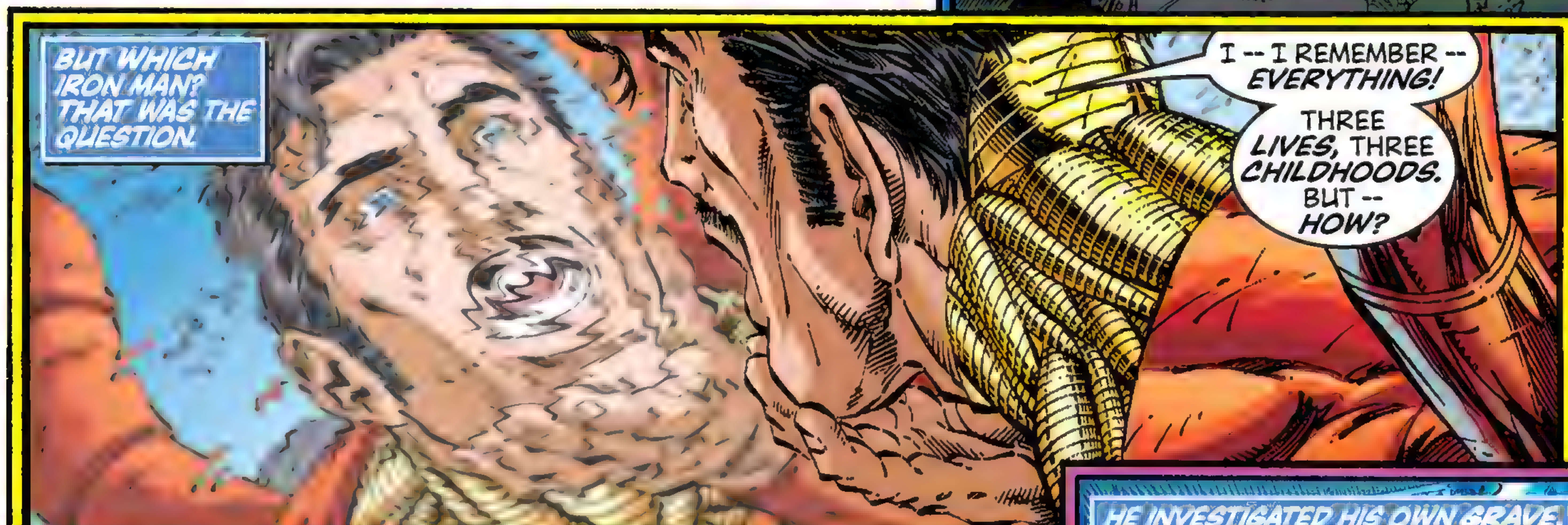
HE, WITH THE AVENGERS AND OTHER HEROES, LAID DOWN HIS LIFE TO STOP THE RAMPAGE OF THE CREATURE KNOWN AS ONSLAUGHT —



— OR SO HE THOUGHT.

FOR MONTHS LATER, AFTER LIVING ANOTHER LIFE IN AN OTHER-DIMENSIONAL WORLD, THE HEROES RETURNED —

— AND IRON MAN WAS AMONG THEM.



BUT WHICH IRON MAN? THAT WAS THE QUESTION.

I -- I REMEMBER -- EVERYTHING!

THREE LIVES, THREE CHILDHOODS. BUT -- HOW?



YOU'RE BACK, TONY. ISN'T THAT WHAT MATTERS?

EASY FOR YOU TO SAY, CAP -- YOU BARELY REMEMBER OUR TIME IN THE OTHER WORLD. BUT I --

-- I WAS DEAD! IT WASN'T ME WHO WENT INTO ONSLAUGHT -- IT WAS THE TEENAGER! I STILL REMEMBER HIM -- REMEMBER BOTH OF THEM --

-- BUT IT'S FADING, LIKE A DREAM!

HOW CAN I BE... BACK?!



HE INVESTIGATED HIS OWN GRAVE, BUT THE BODY WAS GONE, AND --

BORN AND DIED AHEAD OF HIS TIME

THIS ENERGY, HAPPY -- IT SEEMS TO HAVE VAPORIZED THE GRAVE --

-- AND THERE ARE LINGERING TRACES OF IT IN MY SYSTEM AS WELL...

SO WHAT DO YOU FIGURE, BOSS?



HMM.

As far as the Avengers can determine...

...it was Franklin Richards, the mutant who cast them into the other reality in the first place...

...doing his best to set things right upon their return. But he restored the heroes as he remembered them...

...and thus the Wasp was returned to her human form, and even Hawkeye's damaged hearing was cured.

As for Iron Man...

TAKA TAK TAKA TAK TAKA

...that neither Tony Stark nor the present Iron Man would rest if there were any continuing question of guilt...

I HAVE TO KNOW, AVENGERS.



MMM.
HOW BEST TO PUT IT...?

...it seems that both the Iron Man that killed those women while under someone else's control, and the Iron Man that replaced him...

...are both dead now, dead and gone.

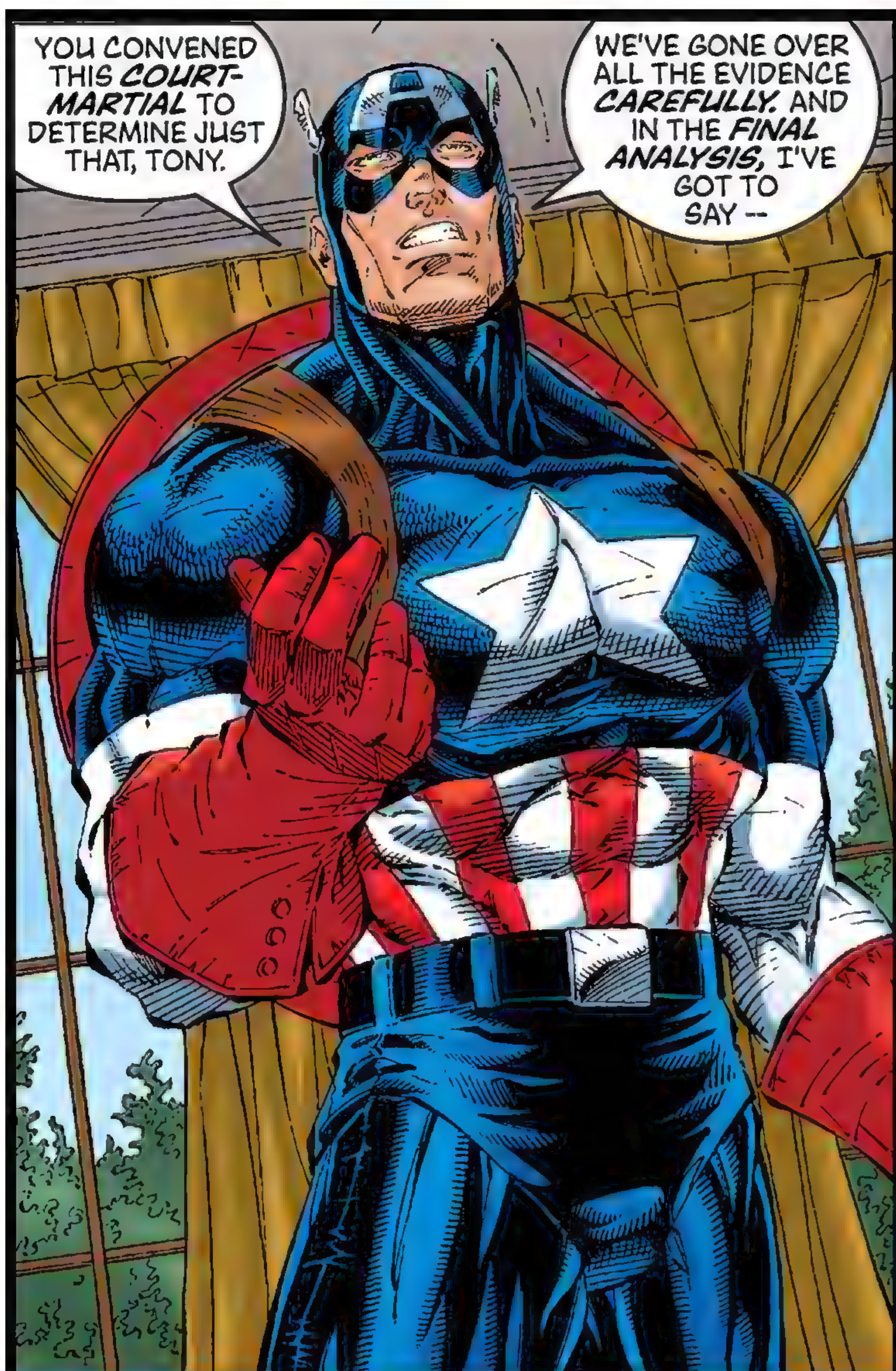
TAKA TAK TAKA

I am sure the Avengers would be willing to discuss it further with you if you choose. But I can assure you...

AM I GUILTY?

SHOULD I BE PUNISHED FOR THOSE DEATHS?





YOU CONVENED THIS **COURT-MARTIAL** TO DETERMINE JUST THAT, TONY.

WE'VE GONE OVER ALL THE EVIDENCE **CAREFULLY**. AND IN THE **FINAL ANALYSIS**, I'VE GOT TO SAY --

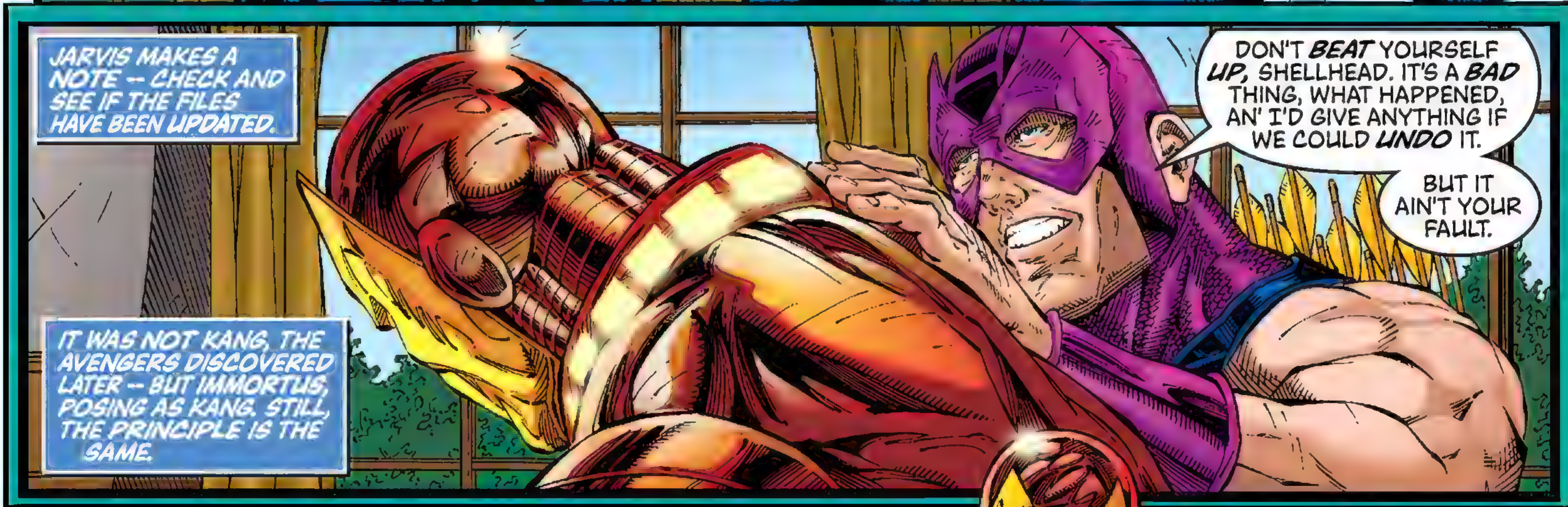


-- THAT YOU WERE CLEARLY ACTING UNDER **KANG'S** CONTROL, NOT OUT OF **FREE WILL** -- AND WEREN'T RESPONSIBLE FOR **ANY** OF YOUR ACTIONS.

THE **AUTHORITIES** AGREE. WE PARTICIPATED IN THE **OFFICIAL INQUEST**, AND BASED ON OUR **TESTIMONY** --

-- THEY DECIDED THAT THERE WAS **NO REASON** TO FILE CHARGES.

IT WAS **KANG** WHO KILLED THOSE WOMEN, OLD FRIEND. NOT **YOU**.



JARVIS MAKES A NOTE -- CHECK AND SEE IF THE FILES HAVE BEEN UPDATED.

DON'T **BEAT** YOURSELF UP, SHELLHEAD. IT'S A **BAD** THING, WHAT HAPPENED, AN' I'D GIVE ANYTHING IF WE COULD **UNDO** IT.

BUT IT AIN'T YOUR FAULT.

IT WAS NOT **KANG**, THE AVENGERS DISCOVERED LATER -- BUT **IMMORTUS**, POSING AS **KANG**. STILL, THE PRINCIPLE IS THE SAME.



THAT'S... NOT GOOD ENOUGH, HAWKEYE.

I MAY NOT BE LEGALLY GUILTY -- BUT THAT DOESN'T MEAN IT'S NOT MY FAULT. MAYBE IT WASN'T MY FINGER ON THE TRIGGER --

-- BUT I BUILT THE GUN. AND I DIDN'T TAKE ENOUGH PRECAUTIONS TO KEEP SOMEONE ELSE FROM USING IT.

THAT'S NOT SOMETHING I CAN FORGET -- IT'S NOT SOMETHING I'LL EVER FORGET -- AND I'VE GOT TO DO SOMETHING ABOUT IT.

AND HE DID, REFLECTS JARVIS. HE CREATED TECHNOLOGY TO SHIELD THE MIND FROM TAKEOVER --

-- INSTALLED IT IN HIS ARMOR, IN THE MANSION --

BUT ENOUGH BAD MEMORIES
WHAT'S NEXT?

From: dfreeman@cosha.gov
To: ejarvis@avengers.org
Another question:
My files show several references to
Captain America's shield being an alloy
of adamantium and vibranium -- but I
also have data indicating that
adamantium wasn't invented until long
after the shield was created. How can
this be?

AH.

MUCH MORE
STRAIGHT-
FORWARD.

No -- there's no adamantium in Captain America's
shield, though the confusion is understandable.

The shield was created by
Dr. Myron Maclain, while
attempting to create super-
strong metals for the U.S. Army.

He was attempting to bond a
sample of Wakandan vibranium to
a new steel alloy, without success --

-- until one night, he
dozed off in his lab,
and awoke to find
that the metals had
bonded, though
he did not know why.

He cast the
resultant
metal into
a disc shape,
for testing --

-- and that disc
is what became
Captain America's
shield.

Maclain was unable to
duplicate the process,
however --

-- and has to this day been
unable to discover just what
it was that bonded the steel
and the vibranium.

He tried for decades
to re-create his
miracle metal --



-- but the closest he was able to come was his far later creation, adamantium.

It's an impressive achievement, to be sure -- a metal almost completely impervious to damage --

-- even at the hands of the mighty Thor.

So it's understandable that people occasionally confuse Dr. Maclain's two great discoveries.

But it's no more than that -- the shield pre-dates adamantium by decades.

ONE MORE. LET'S SEE ...

From: dfreeman@cosha.gov
To: ejarvis@avengers.org
One more question, if you would: We've had queries -- is the Falcon a mutant? We have conflicting reports...

OH, GOOD GRIEF!

THIS AGAIN?! WHEN WILL IT END?

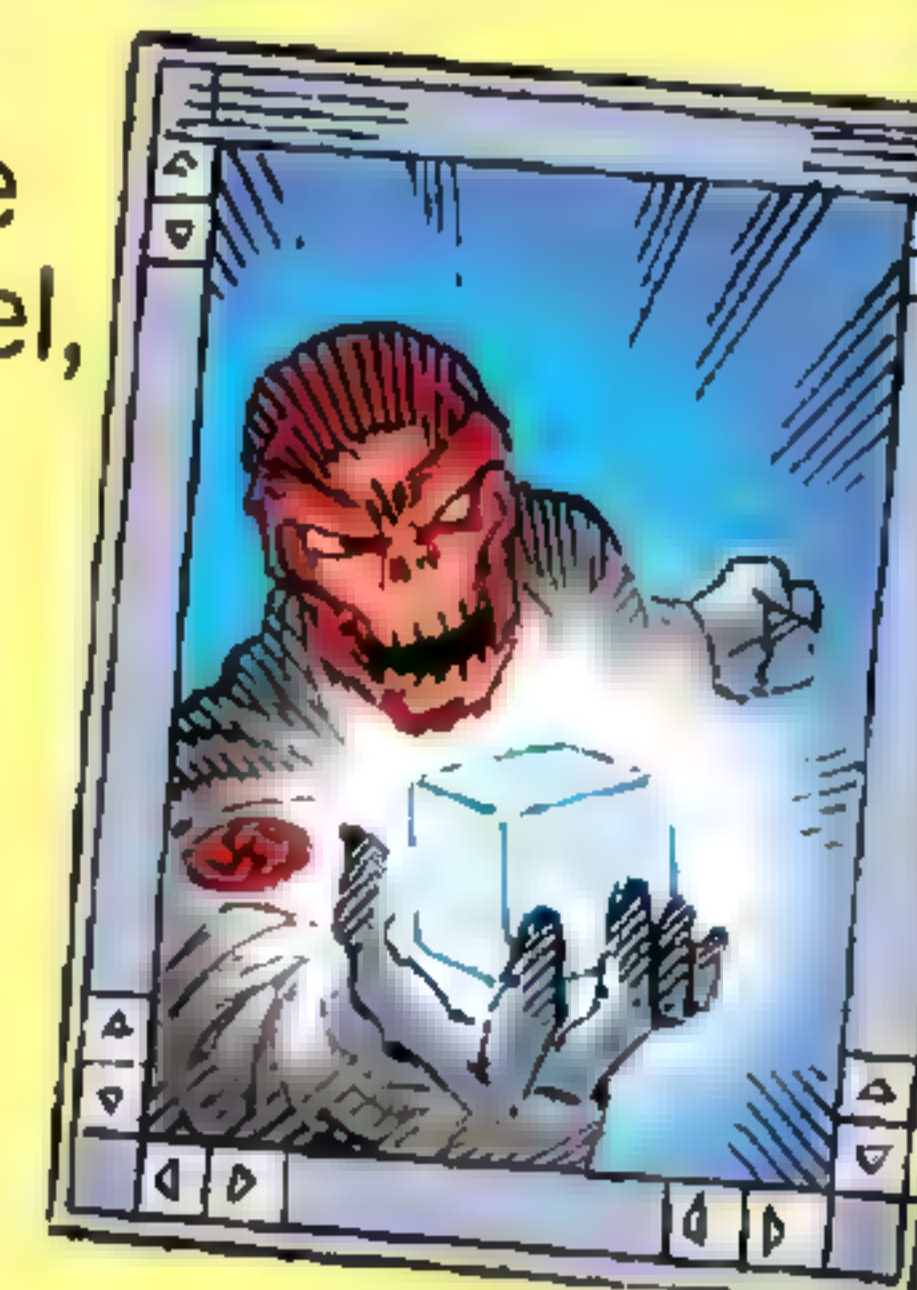
TWO SECURITY ADVISORS I'VE EXPLAINED IT TO... TEN **SENATORS**, TWELVE **CONGRESSMEN** AND **COUNTLESS** REPORTERS!

AND STILL THEY ASK!

No, Mr. Freeman. The Falcon is not, repeat NOT, a mutant. His only parahuman ability is his mental link to his trained falcon. And that, as our records clearly state, was created by the Red Skull, via the Cosmic Cube, for complex reasons of his own.

The Falcon was once pursued by a Sentinel, but it was damaged, and must have been malfunctioning.

See attached files...



WELL, *THAT'S* DONE, AT LEAST. NOW TO...

YOU'VE GOT MAIL!

SIGH I'LL NEVER GET TO DINNER...

SOURCES:
IRON MAN/WASP: AVENGERS VOL. 1 #393-395,
AVENGERS: THE CROSSING, FORCE WORKS #19,
IRON MAN #327-328, ONSLAUGHT: MARVEL UNIVERSE.
CAP'S SHIELD/ADAMANTIUM: CAPTAIN AMERICA
VOL. 1 #303, AVENGERS VOL. 1 #66
FALCON: CAPTAIN AMERICA
VOL. 1 #186, FALCON #2. ■





Avengers #41



Avengers #42



Avengers #43



Avengers 2001 Annual



Avengers #44



Avengers #45



Avengers #46



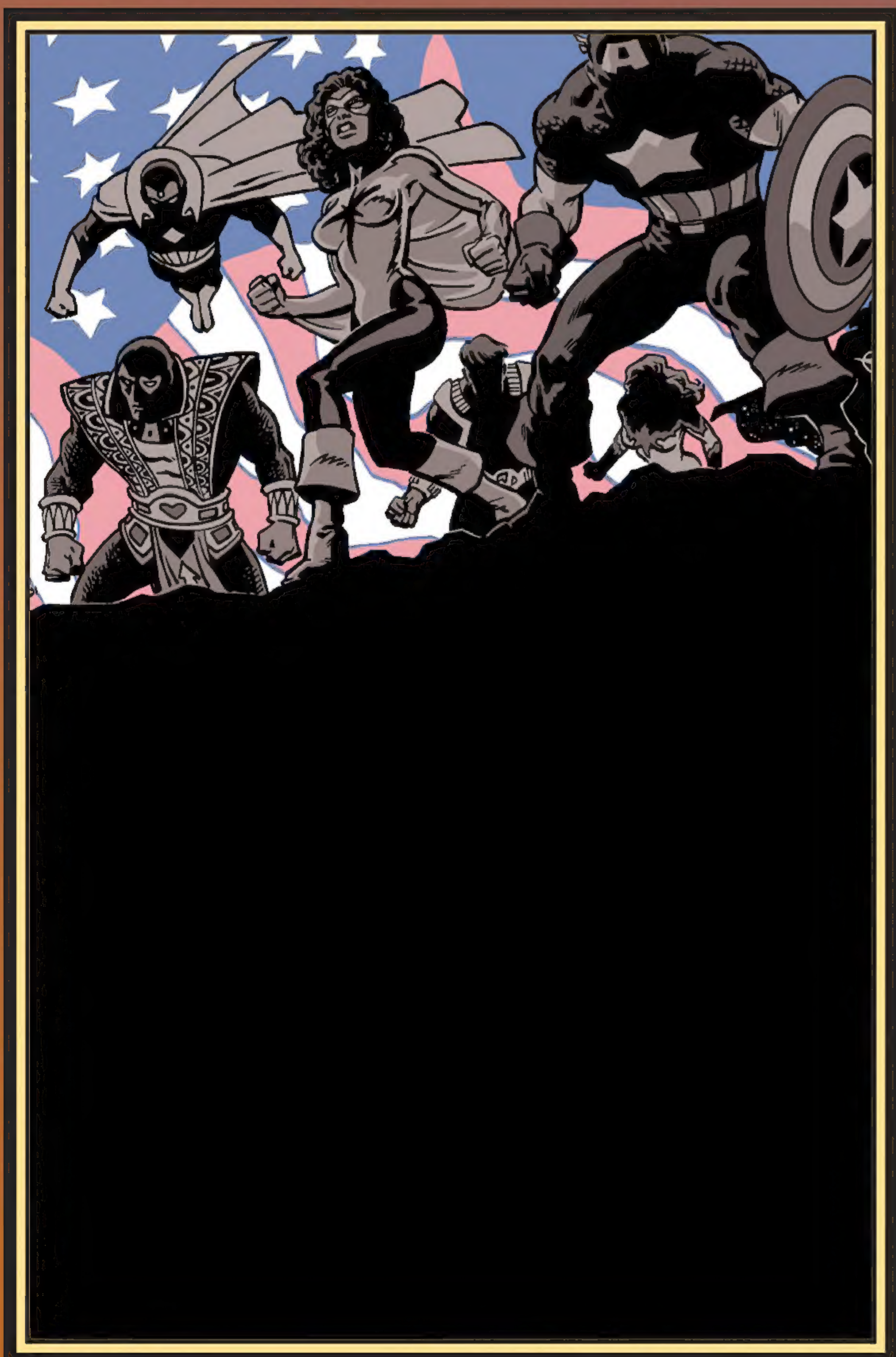
Avengers #47



Avengers #48



Avengers #49



Avengers #50



Avengers #51



Avengers #52



Avengers #53



Avengers #54



Avengers #55

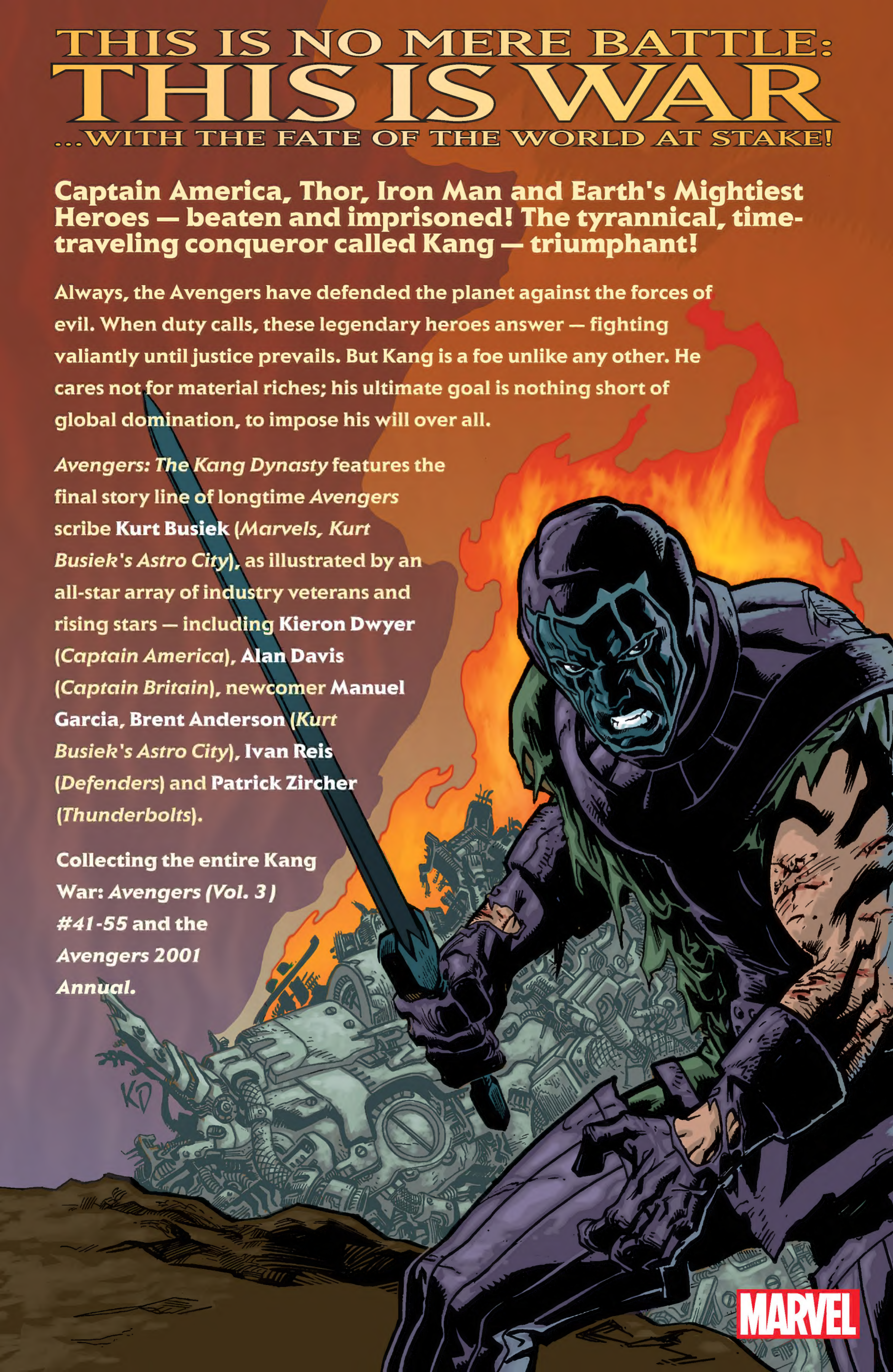
THIS IS NO MERE BATTLE: **THIS IS WAR** ...WITH THE FATE OF THE WORLD AT STAKE!

Captain America, Thor, Iron Man and Earth's Mightiest Heroes — beaten and imprisoned! The tyrannical, time-traveling conqueror called Kang — triumphant!

Always, the Avengers have defended the planet against the forces of evil. When duty calls, these legendary heroes answer — fighting valiantly until justice prevails. But Kang is a foe unlike any other. He cares not for material riches; his ultimate goal is nothing short of global domination, to impose his will over all.

Avengers: The Kang Dynasty features the final story line of longtime Avengers scribe Kurt Busiek (*Marvels*, *Kurt Busiek's Astro City*), as illustrated by an all-star array of industry veterans and rising stars — including Kieron Dwyer (*Captain America*), Alan Davis (*Captain Britain*), newcomer Manuel Garcia, Brent Anderson (*Kurt Busiek's Astro City*), Ivan Reis (*Defenders*) and Patrick Zircher (*Thunderbolts*).

Collecting the entire Kang War: Avengers (Vol. 3) #41-55 and the Avengers 2001 Annual.



MARVEL